

The background of the image is a dark, textured surface with a large, circular, metallic-looking opening in the center. Inside this opening, a bright blue, glowing 'X' shape is visible, resembling the S.H.I.E.L.D. logo. The text 'MARVEL' is positioned above the main title, and 'SEASON THREE DECLASSIFIED' is below it.

MARVEL

**AGENTS OF
S.H.I.E.L.D.**

SEASON THREE DECLASSIFIED



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SEASON THREE DECLASSIFIED







AGENTS OF S.H.I.E.L.D.

SEASON THREE DECLASSIFIED

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"To the plane! Am I allowed to say that?"

— PROFESSOR ELLIOT RANDOLPH

I have to say, I have a lot in common with Professor Randolph. Okay, except for the whole immortal-Asgardian-with-unlimited-strength thing. And his ability to hold a drink. But his enthusiasm in the moment of that quote mirrors mine in a certain respect. I count myself lucky to be in the presence of such an amazing team, but I'm a little jealous, too—of the work they get to do on a daily basis, and the exuberant exclamations like this one that result. I want to fit in with the cool kids—like a little brother wants to hang out with his elder sibling and his friends. As a show grows, so too do the relationships between all of those involved on a day-to-day basis, as well as those who pop in and out on occasion. As always, it was a pleasure to document such a welcoming and hardworking production, and I'm overwhelmingly grateful for all of the time and access the showrunners, crew, and cast spared for me despite the high expectations and little breathing room in which they're functioning. Thanks must eternally be given to Jeph Loeb, Jed Whedon, Maurissa Tancharoen, Jeffrey Bell, and all of the producers and writers for their willingness to examine each episode to a Hive-particulate detail. I owe a huge debt of gratitude to the entire cast, who—despite being bruised and exhausted at the end of long shoots—were frequently kind enough to stay just a bit longer to decompress for *Declassified*; and a tremendous thanks to all the heads of department and their teams—especially Ann Foley, Mark Kolpack, Tanner Gill, Sarah Haley Finn, Hannah Cooper, Gregory Melton, and Scott Bauer, among many others—for all of the time, materials, and contributions that they made to this book, on top of all that they do for the show. Last, but certainly not least, a very heartfelt thank you to the coolest team anyone could ask for on these publications: Megan Thomas Bradner, Geoffrey Colo, Jeff Youngquist, Sarah Brunstad, Mary-Margaret Kunze, Sonya Strich, Aaron Guertin, Marc Strom, Patrick Cavanagh, Wendy Willming, and Emma Fleischer.

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DAISY JOHNSON: IN HER OWN WORDS BY CHLOE BENNET

We were covered in sweat. Make-up was smeared. Clothes were caked with dirt and fake blood.... It was hour 12 of the last day of production for Season Three on *Marvel's Agents of S.H.I.E.L.D.* Our ADs yelled "wrap!" and everyone from the grips to our executive producers gathered together, clapping and smiling, so proud of what we had accomplished that season (for me it was mostly avoiding the daily cookie platter on set).

In the midst of all of this, I was standing between Brett Dalton and Luke Mitchell. Over the last three seasons, I have spent more time with these men (tough life, I know, 'cause they are SUPER unattractive) than I have with my own family. From fight training to shooting, hours in the hair and makeup trailer, pranking each other, crying from exhaustion, laughing uncontrollably at nothing at all—and now here we were at the end of our journey.... What?! How was this possible?! In that final moment of shooting, my feelings mirrored Daisy's: I was saying goodbye to two people I had cared for deeply, both on screen and off. I was holding back tears.

Okay, that's a lie! I was full-blown sobbing. And through my smudged makeup and puffy eyes, I looked around at everyone on set—people I have spent three years of my life with—and I couldn't help but think..."What a fantastic bunch of nerds!" The reason our show is so special is because of these wonderful, kind, and passionate NERDS! Our designers, stunt department, writers, VFX/post team, hair and makeup crew, camera team, executive producers, writers, and cast...we are the most talented tribe of nerds. In these pages you will get a behind-the-scenes look at how we create the Hulk-sized production that is *Marvel's Agents of S.H.I.E.L.D.* Much love from my nerd family to yours.

LOVE,
MARY SUE POOTS,
A.K.A. SKYE,
A.K.A. DAISY JOHNSON,
A.K.A. QUAKE,
A.K.A. CHLOE BENNET! XX



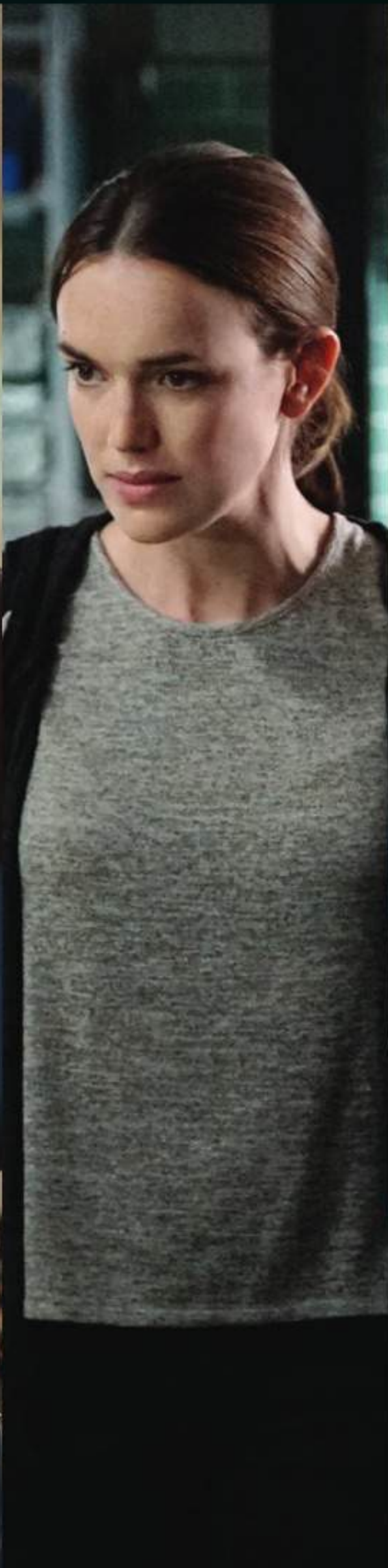


ACCESS GRANTED

**WELCOME TO
S.H.I.E.L.D.**

LOGISTICS DIVISION

INTRODUCTION/PRE-PRODUCTION



NATURAL LAW

The evolution has occurred. Season Two's central question—"What Will We Become?"—has been answered. With one tainted fish taco, the common man can attain the might of an Asgardian warrior or come to possess the strength of a Hulk. But what does that mean for the natural order of the human race? And what does it mean for an organization like S.H.I.E.L.D., comprised entirely of regular humans trying to keep the peace?

Or almost entirely: With the former Skye's transformation, one of S.H.I.E.L.D.'s own could fight fire with fire.

"We really unpeeled this Inhuman world, and this year they've been a permanent part of our show," Executive Producer Jed Whedon says. "Last year, our touchstone was really that question of 'What Will I Become?' And this year it's more, 'What Have I Become?'"

"Season Two really was the birth of a super hero in Daisy becoming Quake," Executive Producer Jeffrey Bell says. "In many ways, the chickens have come home to roost in Season Three, and now we see the rise of powered people, and the consequences and divisiveness of that."

Season Three's marketing campaign posed the question, "Are You Inhuman?" But the promise that any ordinary human could undergo Terrigenesis and emerge from the chrysalis with superhuman powers begged a new moral question: "Given the chance to gain extraordinary abilities, what would you do with them?"

"The tagline 'Are You Inhuman?' represents not just the marketing copy, but also what makes someone tick," writer and Co-Executive Producer Drew Z. Greenberg says. "How as a person do you react to certain things, and who are you really?"

"Everyone in the show really dealt with their humanity this year," Whedon says. "What is it like to be a human? What is it like to be an Inhuman? Do you maintain your humanity when you're the director of S.H.I.E.L.D.? When you're an Inhuman? When you're an alien? When you're a villain? These are the things we explored this year. Inhumans are among us—and what does it do to your moral center when all these factors are spinning around?"

"Humanity," in fact, turned out to be the prevailing theme of the season—and perhaps the entire Marvel Cinematic Universe. It's a word with many definitions, providing rich fodder for complicated questions of identity.

"*Marvel's Agents of S.H.I.E.L.D.* was the first show that Marvel Television produced, and because of that, it's constantly breaking new ground," Head of Marvel Television and Executive Producer Jeph Loeb says. "If you start with the word 'inhuman,' there's the traditional Marvel way of looking at it, which refers to people who are genetically enhanced in ways that we've never seen before. And there's the 'inhuman' that would describe a person like Grant Ward and his willingness to do things that take him to a very dark place. And then there's an 'inhuman' when you take a look at someone like Phil Coulson, who has come back from the dead, has alien DNA inside of him, has lost a hand and replaced it with



cybernetics—and when you look at that, he wonders about his own humanity. Our characters have been able to grow and change through 66 episodes of television, and that's a lot of ground to cover. Which I think speaks volumes to the incredible work of our writing staff and showrunners."

"One of the things that I love most about what our great writers do frequently is that they're constantly reinventing the show," says Clark Gregg, who portrays Director Phil Coulson. "The first season was one thing—and then *Captain America: The Winter Soldier* exploded and S.H.I.E.L.D. was gone, and they went from being this monolithic creature to being a tiny underground ragtag group trying to rebuild S.H.I.E.L.D. in a world that was hostile toward it. That's still, to a certain extent, what's going on. Gradually, certain people—including the president—have regained some trust in S.H.I.E.L.D., but Coulson and everyone on his team needs to be very adaptive."

As various parties struggle to control those granted new abilities, the lines between good and evil begin to blur. In Rosalind Price's words, "the laws of nature have changed"—and no one knows where these new Inhumans will land. A team that has been tested, pulled apart, and then rebuilt from scratch once again faces extreme adversity as the gifted and the ordinary try to coexist.

"Now that we've established who the characters are and what their relationships are to each other, we get to twist that a little bit and go deeper," Greenberg says. "We can throw a little extra pressure on some of the characters and see how they operate under it. Coulson experiences a great loss. Daisy is tasked with putting together her own team. Fitz and Simmons get so close to a relationship but have several roadblocks thrown at them. All of these things allow us to dig a little deeper and find out who these characters really are. With a show in its third year, when you have an ensemble, you can start bringing out different aspects of these characters—and every member of this cast rises to that challenge."

As the often-conflicted leader, Coulson would find himself forced to change once again—and his team members, struggling to grow in their own ways, wouldn't always have his back this time.

"Coulson was brought back from the dead and now has alien Kree blood in him, and that really took him away from being the everyman that he once was," Executive Producer and Co-Creator Maurissa Tancheroen says.

"Coulson is faced with the burden of leadership and living with the price that he's paid because of

those decisions that he's made," Bell says. "He lost his hand at the end of Season Two, and he's wrestling with his own humanity because of that. And then when he takes a dark turn at the middle of this season, the question is if that bothers him or not. And if he can't atone for that, how can he course correct so he doesn't make the same mistakes or emotional decisions again? For other people, it's been a year of shifting sands. S.H.I.E.L.D. still isn't completely above board, but is not completely legitimate. May has been out, but comes back in. Bobbi and Hunter are in the organization but questioning that decision. Lincoln has one foot in and one foot out. Is he there for Daisy, or does he believe in the cause? Mack's a mechanic who now finds himself a fighter. I think you can look at every one of our characters and find that duality happening. They're trying to live in two worlds or trying to take two things and make them come together."

"I think this is a season of very raw emotions," says Ming-Na Wen, who portrays Agent Melinda May. "Every character is trying to come to terms with what's important and what matters to them. These characters all have a sense of dedication and focus on what it means to be an agent of S.H.I.E.L.D.—but



suddenly you throw in love and friendship and family, and it blows the entire thing up. It makes it more complicated for all of these characters.”

This season gave the writers a chance not only to spotlight the core characters, but also to add to the cast and explore new stories they’d been waiting to tell.

“I always really like third seasons of shows because it gives you an opportunity to care more about these characters after spending so much time with them,” writer and Supervising Producer Lauren LeFranc says. “Obviously Daisy has really evolved into Quake, and we see a lot more powers on the show as result of that. But we’ve also added a tremendous amount of cast, which has opened up new worlds and created more diverse storytelling opportunities—which is always nice for us. Especially the first half of this season—there were so many stories running simultaneously, to the point where sometimes we were worried it might be too hard to manage or track, with four different stories running at the same time. But I think it really helped the show be more exciting. And because we had more of a foundation for all of the characters, we were able to tell more personalized stories for each of them.”

“I definitely think balance is a theme of Season Three, but also there’s a strong sense of connection,” writer and Consulting Producer Craig Titley says. “It feels like everybody is seeking some sort of a connection: May with Andrew, Coulson with Rosalind, Daisy with Lincoln, Fitz with Simmons. We’re really exploring that side—should you or should you not connect with people on a personal level as a spy?”

But new stories also meant a wealth of new challenges for the cast and crew. Season One’s unproven venture into television was groundbreaking for the Marvel Cinematic Universe. Its success paved the way for multiple TV series—including *Marvel’s Agent Carter*, *Marvel’s Daredevil*, *Marvel’s Jessica Jones*, and the upcoming *Marvel’s Luke Cage*. Season Two was an escalation of those stakes. By its third season, the show was a proven success—but for the crew, that meant the ceiling had disappeared. How far could they go now? With a large cast of newly powered characters, absolutely stunning visual effects had to become the norm, and elaborate fight choreography—mixed with these dynamic elements—was expected in every episode.

“We knew that we were coming into Season Three with an agenda of building the Secret Warriors, and that’s probably the biggest difference from the previous season,” writer and Co-Executive Producer Paul Zbyszewski says. “Now that we



see people with powers, how are we going to do that on a weekly basis? From a story standpoint and from a production standpoint, it was a big challenge.”

“In terms of production, this is an enormous show,” Loeb says. “The idea that we were going to go to other planets, that we’re stepping into international locations, and we have a futuristic jet that can carry a fleet of weapons and vehicles along with one of the largest casts on television—that’s been one of this season’s biggest challenges and triumphs.”

“I think that the scope of this season really distinguishes us from the other Marvel shows,” writer and Co-Executive Producer Brent Fletcher says. “Venturing out to other planets really opened up storytelling possibilities. And if you look at the other shows, they’re very localized in the cities, but nobody else can go international and then add in a space element. We get to have a little bit of a *Guardians of the Galaxy* flair, where we can bring in the Kree and Inhumans, and it just gave us this bigger scope. In a sense, it really unleashed what a comic-book show could do. We’re not going to travel to space every episode, obviously—but



if we come up with an idea we can do it, and we can execute it."

But interstellar encounters can tax a production budget. "We're out of money," Whedon jokes. "We're limited in what we can do, and we're trying to tell these stories without creating the expectation that they'll be too grand—we're trying to find the heart of things and keep them on the scale that we can afford and make it still look great."

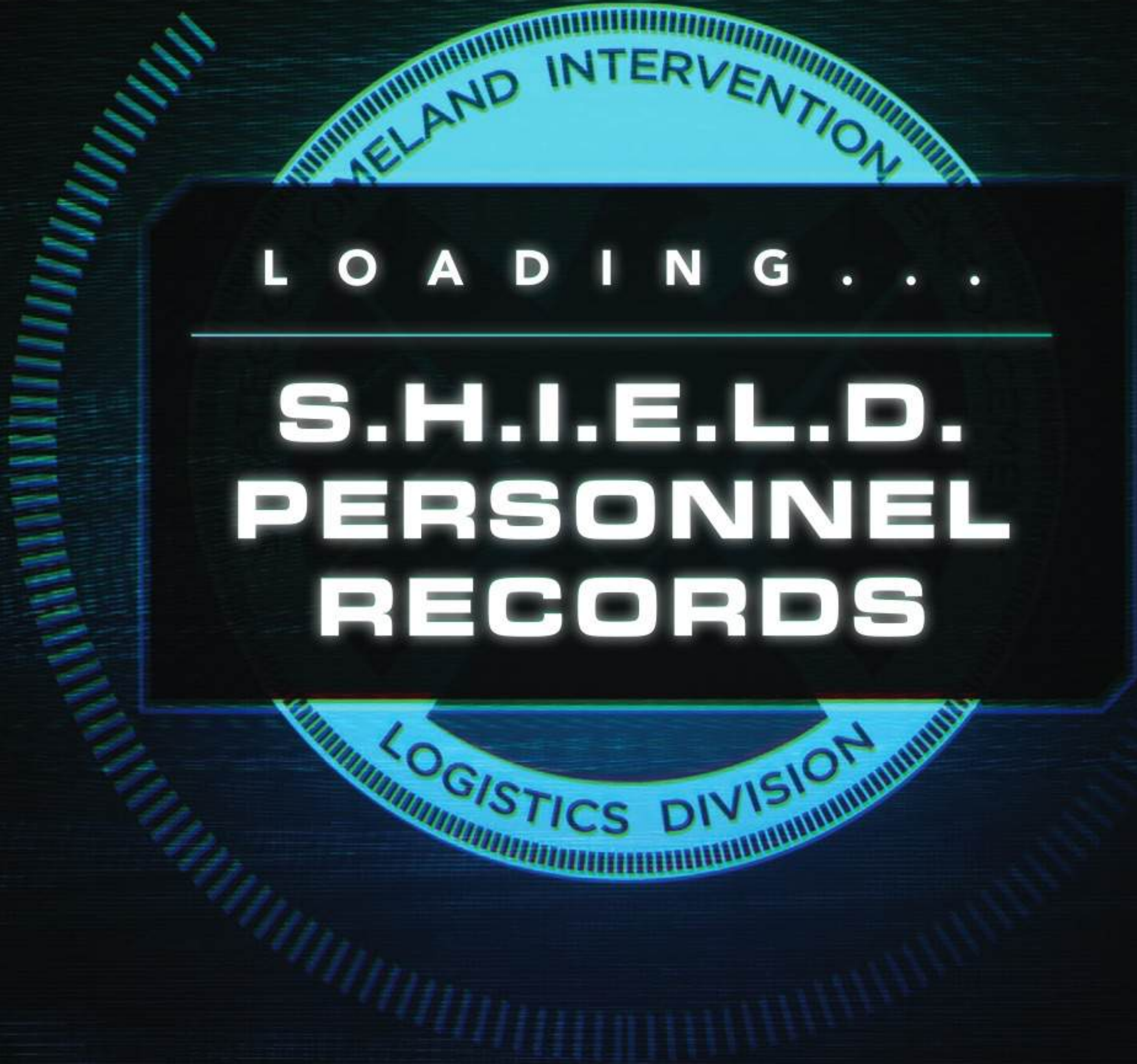
"We are mindful of whether we can pull off certain powers and visuals on the show, and I think we've found ways to do it within our restrictions and do it really well," Tancharoen says.

Along with the cast, the family behind the camera had to grow to meet the show's new standards—though at its core, it was the same crew that had filmed the pilot still gathering once a week to produce some of the most complicated material on television. Considering their success, it's sometimes hard to remember they're still mere mortals.

"There are so many people who are responsible for making this show," Whedon says. "The writers work so hard—and that's just the beginning. Everybody from that point has to work so hard to get it done. When we go into a recording session, there are 60 people in the orchestra working as hard as they can to make this show as good as they can."

"And Props and Construction," Tancharoen says. "They are like little elves who work through the night and turn one set from one concept into something giant and completely different, and I just don't know how they do it."

"We continually hand our Executive Producer Garry A. Brown a script that is impossible to produce," Loeb says. "And somehow he figures that out. Chris Cheramie, who runs our incredible Post-Production Department; Mark Kolpack, who is in charge of all of our visual effects—and that's literally the tip of the iceberg. It is the best crew, it is the best staff, it's the best writers and the best actors. That's really what's made it a great show—a show that people have fallen in love with."



L O A D I N G . . .

**S.H.I.E.L.D.
PERSONNEL
RECORDS**



**CLARK GREGG**

DIRECTOR PHILIP J. COULSON

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.: SEASON ONE—"PILOT"



Since his introduction in 2008's *Iron Man*, Agent Phil Coulson has been a fan favorite—as is the actor portraying him, Clark Gregg. But following his apparent death in *Marvel's The Avengers*, and through the first two seasons of *Marvel's Agents of S.H.I.E.L.D.*, Coulson went through the wringer: He became mentally unstable in the wake of his resurrection via the T.A.H.I.T.I. project; his beloved S.H.I.E.L.D. was revealed as a front for the terrorist organization Hydra; and his own teammates questioned his decisions and his sanity—before one of them, Agent Grant Ward, betrayed them all. Yet the indefatigable director of S.H.I.E.L.D. soldiers on. "We find Coulson at the start of the third season after he's unified S.H.I.E.L.D. back into one organization," Gregg says. "But now Inhumans are popping up everywhere, and all the plans he's made seem to have to been put on the back burner. He implements a rapid-response team and gets some new technology to help him gather these new people—but at the same time there's reason to believe that Hydra is still out there, and that Ward is the person putting it back together."

"Coulson enters the season with drive—large and in charge—but then this force comes in and kind of knocks him off his bearings," Co-Executive Producer Brent Fletcher says. "He meets Rosalind Price, who at first is his opposition, and then is somebody that he falls for—which is something we've never seen in real time with him. This is a guy who is pretty singular in purpose: He's all about S.H.I.E.L.D. And when Rosalind comes in, maybe he's playing the spy game right, but he's certainly not playing the romance game right."

"The more I write Coulson, the more I admire him," writer and Consulting Producer Craig Titley says. "He just has so many things on his plate. And on the surface he's presented as this nice guy, but by definition of his job he has to be Machiavellian to a certain degree—sometimes with his enemies, sometimes with people that he cares about. But the goal is that ultimately it always leads to the greater good."

"Characters like Coulson have gone to some pretty dark places to find out what they're willing to do for themselves, for the team, for the world," writer and Story Editor DJ Doyle says. "Coulson is struggling with finding where his obligation as a leader ends and where his personal feelings begin. Feeling that issue out has been one of the backbones of this season, and in the whole back half of the season he's left wondering if he's gone too far. And through the connections he's made with Mack, May, Hunter, Daisy, he's found they all represent very specific viewpoints that Coulson has to wade through and figure out. Which pieces of his team's beliefs does he take from?"

"It's just an extraordinary pleasure to work with Clark Gregg, to watch him grow from a guy who had a few lines in *Iron Man* to a true leading man who has gone through a gamut of emotions," Head of Marvel Television and Executive Producer Jeph Loeb says. "I can't wait to see what happens to him beyond this season, because as goes with their leader, so goes the show. We are so lucky that we get to go to work every day with him."





MING-NA WEN

AGENT MELINDA MAY

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.: SEASON ONE—"PILOT"



In the first two seasons, audiences learned that Agent Melinda May's reluctance to leave her desk job was a mask for her true role in Phil Coulson's rehabilitation: May had been hand-selected by then-Director Nick Fury to be his eyes and ears in Coulson's new endeavors. When Coulson took over as director in Season Two, her job didn't get any easier. As Coulson struggled with the physical and psychological effects of the alien DNA that had revived him, May was forced to consider whether she would be able to put down her longtime friend and colleague should he lose control.

"I think she's really questioning what S.H.I.E.L.D. is all about," actress Ming-Na Wen says. "She had devoted her whole life to S.H.I.E.L.D. and believed in its existence, and I think at the start of the season, she's suddenly unsure if she can continue to devote her whole life to S.H.I.E.L.D. anymore. And I think that's huge—it's almost like losing your religion, your faith in something that you absolutely believed in. Yet still, I think part of her holds onto hope for the organization because of Coulson."

Season Two also saw a romantic crisis for May. After witnessing the tense relationship between former husband-and-wife agents Bobbi Morse and Lance Hunter—a romance that had failed at least partially due to the pair's commitment to their duty—May is left questioning her own commitments. When ex-husband Andrew Garner re-enters her life, she decides it's time to reacquaint herself with the world outside S.H.I.E.L.D. "It makes her want to give something else a try," Wen says. "The idea of going off on vacation for the first time is something that is very new to May, but it's something that she's looked forward to. So at the start of Season Three, nobody knows where she is—she's gone completely off the radar—and then you find out later that May had her own agenda. Which is so May, really."



CHLOE BENNET
AGENT DAISY JOHNSON

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.: SEASON ONE—"PILOT"



The scrappy hacker known only as Skye, who lived out of a van and only reluctantly joined Coulson's team in Season One, has evolved—literally and figuratively. In Season Two, she met—and almost immediately lost—her biological parents: power-hungry Inhuman ruler Jiaying and demented scientist Calvin Zabo, a.k.a. Mr. Hyde. Though their reunion was less than ideal—Jiaying was killed after trying to murder her daughter to maintain her hold over the Inhuman population, and Cal's homicidal rages were tamed only by a memory wipe—finding them led Skye to a discovery that would change her life. With the destruction of one Terrigen Crystal, Skye—who learned her real name was Daisy Johnson—became an Inhuman with the power to control seismic activity.

"Daisy really comes into this season owning the fact she is an Inhuman," Executive Producer Maurissa Tancharoen says. "Last year, we saw the journey of a person who was gifted with powers but struggled with whether she actually wanted them. Because, as we know, with great power comes great...something. But that leads to hubris."

"Skye met her parents last season and realized that she was actually Daisy Johnson, not this person she created. But now what does that mean?" writer and Supervising Producer Lauren LeFranc says. "How do you live that life? This is who you are—so now what? And I think that's been a huge part of this season for Daisy."

"A huge part of her insecurity was that she didn't know who she was or where she came from," actress Chloe Bennet says. "And she made it pretty clear in Season One that was her goal. She wanted to know about her parents and know more about herself. She found that, and it might not have been exactly what she expected—a murderous Inhuman mom and Hyde for a dad. She grew up a lot the past couple of seasons. Now there's a comfort in her skills, and she's taking the job a little more seriously. It kind of feels like playing a different character in a way."



IAIN DE CAESTECKER

AGENT LEOPOLD FITZ

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.: SEASON ONE—"PILOT"



At the start of the second season, Fitz was broken. Impacted by a physical and mental disability—the aftereffects of hypoxia at the hands of Agent Grant Ward in Season One—he struggled to find himself, and to remain a relevant member of Coulson's team. As we catch up with him at the beginning of the third season, Fitz has worked hard to rehabilitate himself and take control: The brilliant scientist is now running his own covert operation in an effort to bring Simmons back from the mysterious monolith that entrapped her at the conclusion of Season Two. Fitz and Simmons have grown over the last three years, and it was important to the creative team that these characters finally separate before coming together romantically, as many fans had anticipated since Season One.

"Fitz and Simmons are two characters that we've always written together as 'Fitz-Simmons,' as two people as one," Lauren LeFranc says. "But they truly are completely individual, and I think that it was important for us to not bring the two characters together until we showed people, and let these two characters, discover that they could survive on their own. Literally and emotionally. Because you're never just a relationship, you're never just a couple. And they have always been linked together like that, so we wanted to separate them out at the beginning of the season."

"After everything that's happened and with the loss of Simmons, he really doesn't have much to lose," actor Iain De Caestecker says. "And I don't think he'll ever be like Hunter or Ward, an action kind of hero that's good with all of that stuff, but he's almost not scared to go into these dangerous situations even though he doesn't really possess the abilities to get himself out of them like the more experienced agents do."

"And he's in love," actress Elizabeth Henstridge says. "Love makes you do crazy things."



ELIZABETH HENSTRIDGE
AGENT JEMMA SIMMONS

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.: SEASON ONE—"PILOT"



It almost goes without saying for any live-action Marvel property: Don't leave until the credits are finished. In the very last frames of *Marvel's Agents of S.H.I.E.L.D.*'s second season, a smiling Jemma Simmons considered the prospect of dinner with longtime colleague Fitz while running tests on the mysterious monolith, an ancient Kree artifact recovered from Hydra. Without warning, the monolith liquefied and swallowed the scientist whole before returning to its solid state, leaving her fate undetermined going into Season Three.

Elizabeth Henstridge was in the dark along with the audience as to Simmons' fate—given no reassurance that her character would return. "It's one of those things where we didn't know that we were getting a third season at that point," Henstridge says. "So I did kind of get told that I was okay, but it's something that you understand as an actor that for the good of the story, you can be killed off. Or your character can go away for a while. But I was more focused on the fact that it was such a cool thing to be given to do. It's this impactful moment in the tag of the show, right at the end, and nobody was expecting it. It was a little embarrassing to film because I had to belly flop onto a skateboard, but apart from that, it was really cool. I wasn't expecting it when I was reading through it. And all of a sudden, it's a land of possibilities."

It was a relief to all when Season Three revealed Simmons was alive—if not exactly well. Stranded for months on the distant planet Maveth, Simmons is tested beyond anything her shy, quiet nature would suggest she could survive. The journey home and the slow road to recovery would reveal hidden strengths—but the woman we knew was gone forever.



BRETT DALTON

GRANT WARD/HIVE

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.: SEASON ONE—"PILOT"
REVEALED AS HYDRA: SEASON ONE—"TURN TURN TURN"



Grant Ward has undergone a greater metamorphosis than any other character on *Marvel's Agents of S.H.I.E.L.D.* After losing his mentor, Season One's surprise snake in the grass embraced his status as a rising member of Hydra. The organization's collapse barely slowed him down: At the beginning of Season Three, he's amassing an army of his own. But Ward's transformation from trusted team member to traitorous villain was only the beginning.

"Ward is the fallen prodigal son who has come back and places a lot of the blame of things that have happened to him on Coulson," Brent Fletcher says. "He has this twisted mentality about how he's going to teach Coulson a lesson and personalizes it in the most dramatic way later by killing the woman that Coulson loves. He's building up troops based on what he knows of S.H.I.E.L.D. He's building up his own version of Hydra with people loyal to him who buy into his philosophy. As that unfolds, monkey wrenches are thrown, and he pivots and ends up finding a much sharper focus."

"The thing that's fascinating to me is how beautifully polarizing Ward is as a character," Executive Producer Jeffrey Bell says. "There are people that despise him as a bad guy, and there are people who adore and love him as a bad guy. And it's a testament to Brett and what he brings to it—his charm and the complexity of the character."

"When we first met Grant Ward, he was this perfect S.H.I.E.L.D. agent who scored highly on all of his aptitude tests," Jeph Loeb says. "And then you find out that he's Hydra. And then he dies. And then we find out that he's back and a different character in Hive. It's a lot, and I think that really speaks to the gifts that Brett Dalton gives us in his ability to keep reinventing himself in this role. Some actors would be thrown by that kind of thing, but Brett really embraced it—it's incredibly exciting."



NICK BLOOD

AGENT LANCE HUNTER

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.: SEASON TWO—"SHADOWS"



Lance Hunter started Season Two as a mercenary, brought in by Coulson to bolster the ranks as S.H.I.E.L.D. struggled to rebuild from Hydra's infiltration. It was a rocky road: Hunter almost quit when his associates were killed by Carl Creel in a fight for possession of a powerful artifact, but reluctantly accepted the role of fully employed agent. By the beginning of Season Three, the roguish former mercenary has a clear goal: to make Grant Ward pay.

"It's convenient that Ward is an enemy of S.H.I.E.L.D., because he's definitely an enemy of Hunter," actor Nick Blood says. "So Hunter is not displeased that he's been called upon to do something about Ward. But he's going to feel like he let Bobbi down if he fails, because she took a bullet for him."

"The real turning point came at the end of last season when Bobbi was shot, and she was there dying in Hunter's arms," writer and Co-Executive Producer Paul Zbyszewski says. "That's when the dominos started to topple for them. They realized perhaps that they loved each other more than they loved S.H.I.E.L.D."

"I think having time that Bobbi and Hunter are forced to be together makes them realize that they're now in a position that they can make this relationship work, so why not?" Blood says. "But they also feel that there's a certain professionalism that's expected of them, so they don't want to put their relationship out in the open. Also, I think having a little secret fuels a relationship...so they might be having a little fun."

"With Hunter being apart from Bobbi in the first batch of episodes of the third season, she didn't know if he was alive or dead,—didn't know if he was out there doing something stupid,—and she wasn't there to back him up," Zbyszewski says. "We were laying the seeds for this separation. The Bobbi and Hunter of Season Two would not have made the same decisions they do this season."



ADRIANNE PALICKI

AGENT BARBARA "BOBBI" MORSE

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.:

SEASON TWO—"A HEN IN THE WOLF HOUSE"



With tremendous fanfare anticipating her arrival, Agent Bobbi Morse's first appearance was suitably explosive. Rescuing Simmons from an undercover Hydra operation gone sideways, she quickly proved her mettle and became an essential team member. By the end of Season Two, the confident, athletic agent had been tested to her limits: After being tortured by Grant Ward and his lover, Agent 33, she took a bullet to save the life of fellow agent and ex-husband Lance Hunter. Her recovery required not only a lengthy stint in physical therapy, but also a complete re-evaluation of herself and her relationship with Hunter. Bobbi herself provides a spot-on self-diagnosis of her state of mind, guessing at Dr. Andrew Garner's psychiatric evaluation by positing she's "struggling to come to terms with her physical limitations and losing her sense of self instead of redefining it."

"Bobbi is more vulnerable this year," actress Adrienne Palicki says. "I think she was such a structured soldier and so regimented, and the torture from Ward in the last season really brought out a lot of insecurity in her. And the fact that she could lose not only her life but also Hunter's became a huge issue."

"She knows that Hunter is out there putting himself in danger, which she knows is all because of her," Paul Zbyszewski says. "And she can't get out there to help him, or to stop him from doing something stupid—because she knows he's very capable of doing that. So part of her arc was to show from the very beginning of the season that she needs to get back out in the field. How is she going to do it? And is she going to be ready both mentally and physically? And will she be able to acknowledge to herself if she's not?"



HENRY SIMMONS

AGENT ALPHONSO "MACK" MACKENZIE

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.: SEASON TWO—"SHADOWS"



Mack was introduced as a mechanic, working in the garage of the Bus and assisting Agent Fitz in his recovery. He quickly developed a bond with Fitz—almost making up for the absence of the scientist's missing partner, Jemma Simmons. As events unfolded, it became clear Mack had another agenda: He'd been informing a rival S.H.I.E.L.D. faction of the actions of newly appointed—and seemingly mentally unstable—Director Coulson.

"In Season Two, Mack had one main purpose—he was just the mechanic," actor Henry Simmons says. "He wasn't involved with anything violent, didn't want to be on the front lines. Gradually, we saw him pulled into the ranks and sent out on missions. And then he became interim director. That's quite a leap."

"Everything that he's been dragged into, he's reluctant to do," Executive Producer Jed Whedon says. "This is a guy who is 6'4", is as jacked as anyone I've ever known, and looks like he's chiseled out of marble...but he's not into violence. There's a sweetness to him, which we love. I love when he and Daisy are on a stakeout or trying to find Lash, and he's just not into it."

"It's not for a lack of confidence," Maurissa Tancharoen says. "It's just not his thing."

The steady-handed Mack takes on his temporary assignment with grace—but like other characters this season, he falls prey to emotional connections that loom large in the decisions he's now obligated to make. Mack comes to understand that his loyalty to S.H.I.E.L.D. is standing in the way of his personal relationships.

"We all woke up the moment that Henry walked on screen and realized that this is a leading man—he's not going to be just a guy in the garage for very long," Jeph Loeb says. "Being able to watch the writers build Mack—not just as a character, but as a force within S.H.I.E.L.D.—is very exciting. And Henry has stepped up every single part of the way. He made it so that we enjoyed a new character in a way that was completely unexpected in the beginning, and now is very much the heart of the show."



LUKE MITCHELL
LINCOLN CAMPBELL

JOINED MARVEL'S AGENTS OF S.H.I.E.L.D.: SEASON TWO—"AFTERLIFE"



Lincoln Campbell entered midway through the second season as a mentor for Daisy as she learned to control her abilities and discovered a hidden community of Inhumans in Afterlife. But with the sanctuary destroyed and its leaders gone, Lincoln is left looking for a guiding hand of his own—and unlike Daisy, he doesn't have S.H.I.E.L.D. to fall back on. So where does an electrically powered Inhuman go to find himself?

"I think what he had in Afterlife was a safe zone," actor Luke Mitchell says. "And for someone like him, a recovering alcoholic, I think it's important to have a safe zone. Jiaying and Gordon really did a lot for him in terms of giving him a family and making him a part of something. Once that crumbled, I think it was a combination of feeling a little guilty about the decisions that he's made in being on the wrong side of the fight at the end of Season Two and not fully trusting S.H.I.E.L.D. He just wants to distance himself from everything and lead a normal life. And that's where we come in at the start of Season Three."

"There's a lot going on with Lincoln this season," Jeffrey Bell says. "He has a power that he isn't sure that he wants, and it might be a power he has trouble controlling. He also has other issues in his past that are amplified by his powers, like his issues with anger and authority. And he likes Daisy—who, in a weird way, is his boss. So I think all of those things are a complicated arc for him."



THE MISSION SO FAR

Hydra, S.H.I.E.L.D.'s long-sworn enemy, had infiltrated the world peacekeeping organization at its very core. In the wake of that revelation, S.H.I.E.L.D. was devastated, disavowed by its own government. Operating under Nick Fury's clandestine approval, Coulson took up the mantle of director of S.H.I.E.L.D. and began the arduous task of rebuilding the organization from the ground up. With only his core team remaining—sans traitor Ward, and handicapped by a brain-damaged Fitz—Coulson enlisted former top Agent Bobbi Morse to infiltrate the remains of Hydra, and was forced to seek the help of unpredictable mercenaries such as Lance Hunter.

But Coulson was plagued by erratic behavior as a result of his experience with the T.A.H.I.T.I. project—waking in the middle of night to desperately scrawl strange alien symbols on any surrounding surface. Eventually, he discovered that the Kree blood in the serum used to save his life had caused extreme psychological damage to previous T.A.H.I.T.I. patients—and he was no exception. Unknown to Coulson, his unpredictable state of mind had been noticed by stalwart Agent Robert Gonzales, who was secretly recruiting some of the agency's most loyal operatives—including a few of Coulson's own—to a rival S.H.I.E.L.D. faction.

In a handoff to the custody of his brother, a senator, Ward escaped. Coulson put Agents Morse and Hunter on his tail, hoping he would guide them to Hydra's leaders. During the hunt, Skye was exposed to Terrigen and gained the ability to trigger seismic waves—but lack of control led her teammates to mistrust her. When Gonzales' S.H.I.E.L.D. attempted to capture her, the gifted Gordon teleported her to the Inhuman colony

Afterlife, where Skye finally met her biological parents: the well-intentioned but chemically imbalanced Calvin Johnson, and the Inhumans' wise but mysterious leader, Jiaying. Through them, she learned of her Inhuman heritage and her real name, Daisy Johnson.

Coulson and Gonzales' teams came to an uneasy alliance. Reconnecting with Skye, who had realized that T.A.H.I.T.I., the Kree, and the Inhumans were linked, S.H.I.E.L.D. sent Gonzales to Afterlife to secure peace with the Inhumans. The meeting forced Jiaying to reveal her true intention to provoke a war and release a modified version of the Terrigen Mist that would kill anyone without the latent Inhuman gene. Trying to reach Skye, Coulson was exposed to Terrigen. Mack was forced to cut off Coulson's arm with an axe to save his life. In the ensuing battle, Jiaying chose her power to rule over Skye—forcing Calvin to kill the love of his life to save his daughter.

On her way to join the fight at Afterlife, Bobbi was kidnapped and brutally tortured by Ward and his lover, Agent 33. The pursuing May and Hunter walked straight into Ward's trap, but Agent 33 was killed in the climactic fight, and Bobbi took a bullet meant for Hunter. Ward escaped and swore revenge.

Granted peace at last, Cal's memories were wiped through the T.A.H.I.T.I. project, and Coulson handed Skye—now Daisy—a new project: to find other Inhumans and recruit a team of her own. None were aware of just how complicated that mission would become: During the battle at Afterlife, the Terrigen Crystals came to rest at the bottom of the ocean—their volatile effects unleashed into the ecosystem.



A C C E S S I N G . . .

**SEASON THREE
DECLASSIFIED**



S.H.I.E.L.D. DEBRIEFING

LAWS OF NATURE

DIRECTOR: VINCENT MISIANO

WRITERS: JED WHEDON & MAURISSA TANCHAROEN

PRODUCTION DATES: JULY 23, 2015 – AUGUST 4, 2015

ORIGINAL U.S. AIRDATE: SEPTEMBER 29, 2015



LAWS OF NATURE

MISSION DESCRIPTION:

SEATTLE, WASHINGTON

After taking a fish-oil vitamin, Joey Gutierrez finds solid objects melting around him. His destructive power out of his control, Joey goes on the run, pursued by a heavily armed black-ops team. With Joey cornered, the squad's mysterious commander, Banks, receives permission to use lethal force if necessary. The situation looks grim until a hero comes to Joey's rescue: Agent Daisy Johnson and the considerable forces of S.H.I.E.L.D.

"My name is Daisy. I'm with S.H.I.E.L.D. We're here for your protection."
— DAISY JOHNSON

Placing a small, disc-shaped homing beacon on the ground, Daisy summons one of S.H.I.E.L.D.'s newly designed containment modules and ushers Joey inside. The module ascends, docking with the *Zephyr One*: Coulson's sleek, new state-of-the-art command jet.

The black-ops team's leader, Rosalind Price, rails at Banks, her second in command. The threat didn't just escape—he was extracted. Unseen, Coulson takes a photo of Price.

Daisy helps Joey decompress, informing him he's undergone a "bio-morphic event" and become an Inhuman after ingesting Terrigen-contaminated fish oil. Daisy leaves to meet with Coulson, who shows her the photograph of Price. He's ordered every S.H.I.E.L.D. resource to identify the mysterious woman somehow tracking Inhumans right along with S.H.I.E.L.D.—often arriving in time to snatch them first.

Elsewhere, Price surveys the hallways of a hospital, still upset that a valuable Inhuman has slipped through their grasp. Price and Banks look upon five bodies on gurneys, all dead from massive chest wounds.

HQ

The *Zephyr* lands, and Joey's module is lowered into a larger containment room. There, Bobbi examines him. She reveals considerable knowledge of Joey's life, including his registration for a gym membership after breaking up with his health-conscious boyfriend. She assures him that no fatalities resulted from his uncontrolled outburst. Meanwhile, Hunter tells Coulson he's convinced the black-ops team isn't Hydra—which has been eerily silent since Ward's disappearance. Mack has tracked Price's photo to the CIA, NASA, and even MI6—each one coming up under a different alias.

Back in the module, Daisy and Mack give Joey the entire backstory now that he's calmer: Certain humans have dormant alien genetic traits within their DNA. The chemical compounds found in Terrigen activate the gene, and the resulting Terrigenesis grants them "unnatural abilities." Daisy is just like him—an Inhuman. But after the events in Seattle, he can't return to his old life—at least not until he can control his abilities. Joey doesn't take the news well.



TANGIER, MOROCCO

Fitz has undertaken a covert operation of his own, determined to get to the bottom of Simmons' disappearance and its connection to the alien monolith. A lead has brought him to Morocco, seeking a meeting with black-marketeer Yusef Hadad. Fitz has promised a cache of splinter bombs in exchange for a parchment scroll explaining the monolith's origin—but Yusef holds one of the splinter bombs in his hand, ready to double-cross him.

As Yusef ignites the splinter bomb, there's a brilliant flash of light—but no explosion. Fitz has rigged fake bombs as a distraction; he escapes with the scroll in his possession.

Back at HQ, Bobbi and Mack hope to use a pistol recovered from the black-ops team to trace Price's location. But Bobbi already knows the gun's origin: the Defense Advanced Research Projects Agency. She just wants to confide in Mack that she and Hunter aren't speaking with each other.

"Only love can make a man so stupid." — YUSEF

Meanwhile, Daisy is having a difficult time being the welcome wagon for Joey, who grows more restless each passing minute. She tells Coulson she needs help from the same guiding hand that led her through Terrigenesis: Lincoln Campbell. Lincoln has resisted being involved with S.H.I.E.L.D., but Daisy thinks she can convince him.

Tracking the DARPA pistol has yielded a surveillance photo of Price entering and leaving a building in Washington, D.C., where she boards a Metro train every night alone. Coulson and Hunter spring a trap to corner Price on the train—only to learn Price has manipulated them to ensnare Coulson. Price reveals her intentions to neutralize the threat of the altered humans. But neither Coulson nor Price is responsible for the mutilated Inhuman corpses.

CINCINNATI, OH

Lincoln is finishing his rounds at a hospital when he's approached by Daisy and Mack. But the electrically powered Inhuman just wants a normal life. Mack, still upset with Lincoln for attacking S.H.I.E.L.D. agents under Jiaying's orders, grabs him—but before the situation can come to a head, a seven-foot-tall behemoth interrupts them:

"The world's been a little twitchy since Sokovia fell out of the sky." — DAISY

"The laws of nature have changed, and until the laws of man change to reflect that, we can only do what we feel is right." — ROSALIND PRICE



Lash. Mack puts an entire handgun round into Lash's chest, and the creature retreats. Aware of their orders to contain alien threats at any cost, including lethal force, Lincoln parts ways with Daisy and Mack.

Back on the train, both Coulson and Rosalind simultaneously receive phone calls. Coulson uses the distraction to summon a containment module, and he and Hunter and use it to escape the moving train.

At HQ, Hunter and Bobbi clear the air: She asks for her wedding ring back—insisting it's because she paid for it, not for romantic reasons. Their banter reveals the passionate truth: They aren't fighting at all. In a serious turn, Hunter tells Bobbi that Coulson has given him the green light to pursue a lead he hopes will help him find Ward. They both want revenge. Mack interrupts: President Ellis is making a public address on the growing alien threat. The team watches as the president announces the formation of the Advanced Threat Containment Unit—and Rosalind Price is its leader.

Fitz returns with his prize from Morocco, insistent it will prove his claim that the monolith is a black hole capable of warping space-time. He opens the scroll he

"I hope you know what you're doing and this doesn't end in a complete disaster. Team's falling apart enough as it is."

— MACK



obtained from Yusef only to find it empty but for one word, written in Hebrew: death.

A distraught Fitz, screaming in desperation and heartbreak, charges into the quarantined area holding the monolith and pounds it with all of his strength.

TAG

Simmons is alive—though barely. Her clothes in tatters, her face cut open, she's hiding from an unseen enemy. She takes off running as we realize: She's on another planet.



FIELD-OP NOTES:

- Director Coulson has added the axe Mack used to cut off his hand to the impressive collection in his office.
- Rosalind's distinguished career includes stints at NASA, the CIA, the Department of Defense, and even MI6, where she consulted for the Centers for Disease Control.
- According to a simulation, the dispersal of Terrigen will fully overtake the globe in 17 months and 21 days.

RUNNING BEHAVIORAL OBSERVATIONS:

- "That's not her name!" — 1
- Grumpy Cat Mug — 1
- "Tahiti: It's a Magical Place." — 1
- Mack Just Wants His Shotgun-Axe Combo — 1



Before VFX were added, production on Lash's attack incorporated harnesses and lighting.



SIX MONTHS LATER

The opening moments of Season Three introduce the audience to a whole new world of S.H.I.E.L.D., along with a whole new Daisy Johnson. The shy, uncertain character we met three years ago now carries herself with confidence, her heroism paired with an impressive control over her volatile powers. This is not Skye—this is Daisy Johnson, Inhuman agent of S.H.I.E.L.D.

"I think that I've grown organically along side of my character," Chloe Bennet says. "In that first season, I was just starting to get comfortable being in front of a camera every single day, and feeling the pressure of being on the first season of the first live-action Marvel show. Those feelings really worked for that first season. But during the hiatuses after Season One and again after Season Two, I put myself through a rigorous training session with (Fight Coordinator) Matt Mullins. So coming into Season Three, I felt more physically able and more comfortable and confident. Now I keep hearing that she's a bad ass, but I don't want her ability to physically take care of herself now to define what 'bad ass' is. I want her integrity, and who she is as a person, and her emotional depth and ability to feel empathy for so many people from so many different paths of life—that's also bad ass, and what drew me to Skye in the first place. I don't want that to ever go away. It is fun to do the physical action side of things, but let's not forget that's not all that makes someone a bad ass."

The transition from Skye to Daisy took some getting used to—even for cast and crew, meriting the implementation of a "Skye Jar" in the writers' room. On screen, Coulson falls prey to the same habitual slip.

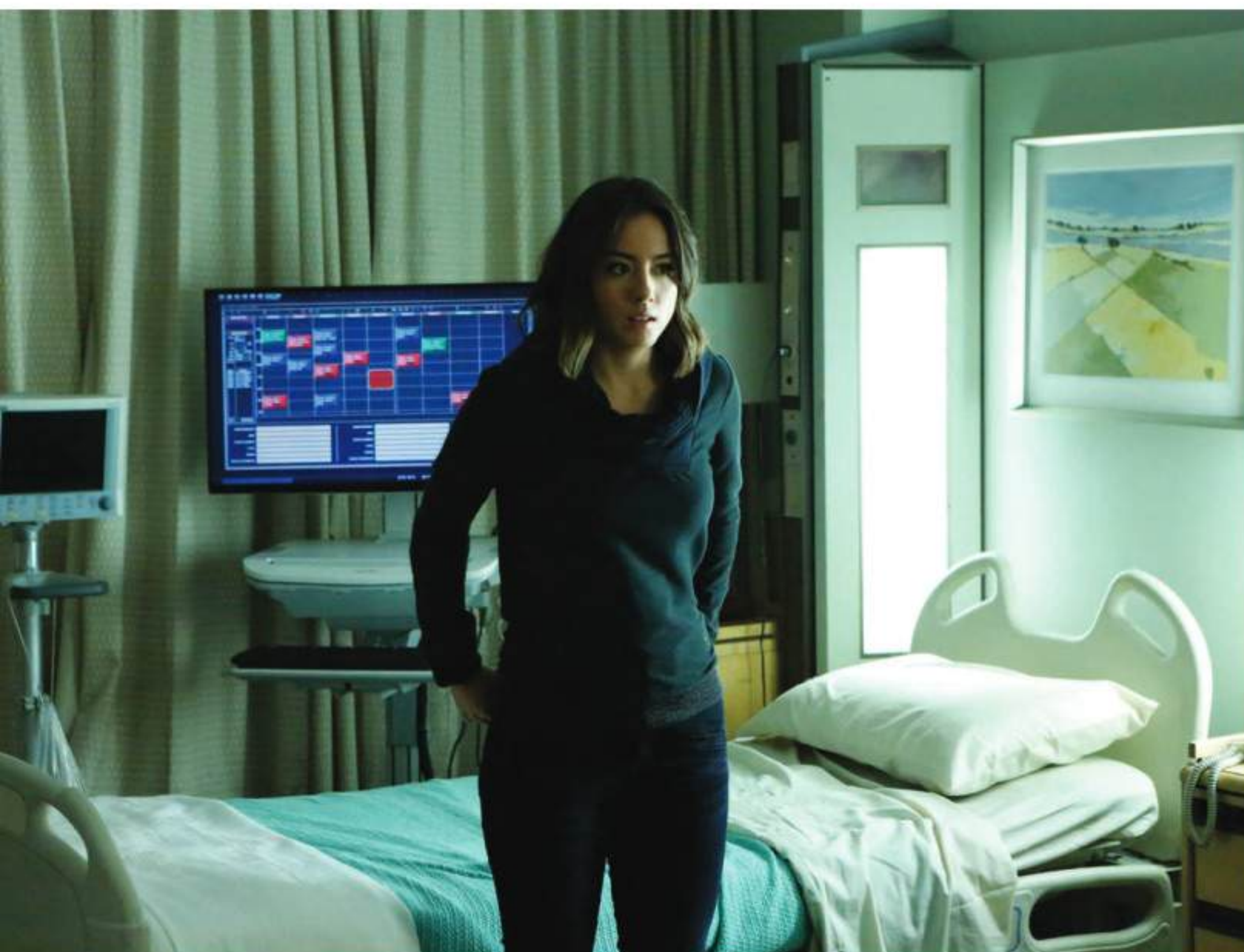


"He became a surrogate father figure to Daisy in the first two seasons," writer and Story Editor D.J. Doyle says. "And I think he sometimes reverts to that protective-father mode, especially when she's in trouble. For me, it's symbolic of him having to remember that Daisy has stepped up as a leader and as a person with incredible abilities who just did something sacrificial and good for the team. No matter how much a person grows, you have a tendency to always see them as someone that you've mentored and cared for. And that's a dynamic that Coulson and Daisy work to figure out through the entire season."



Executive Producers Maurissa Tanchoren and Jed Whedon with their newborn daughter (who makes a cameo in the episode).





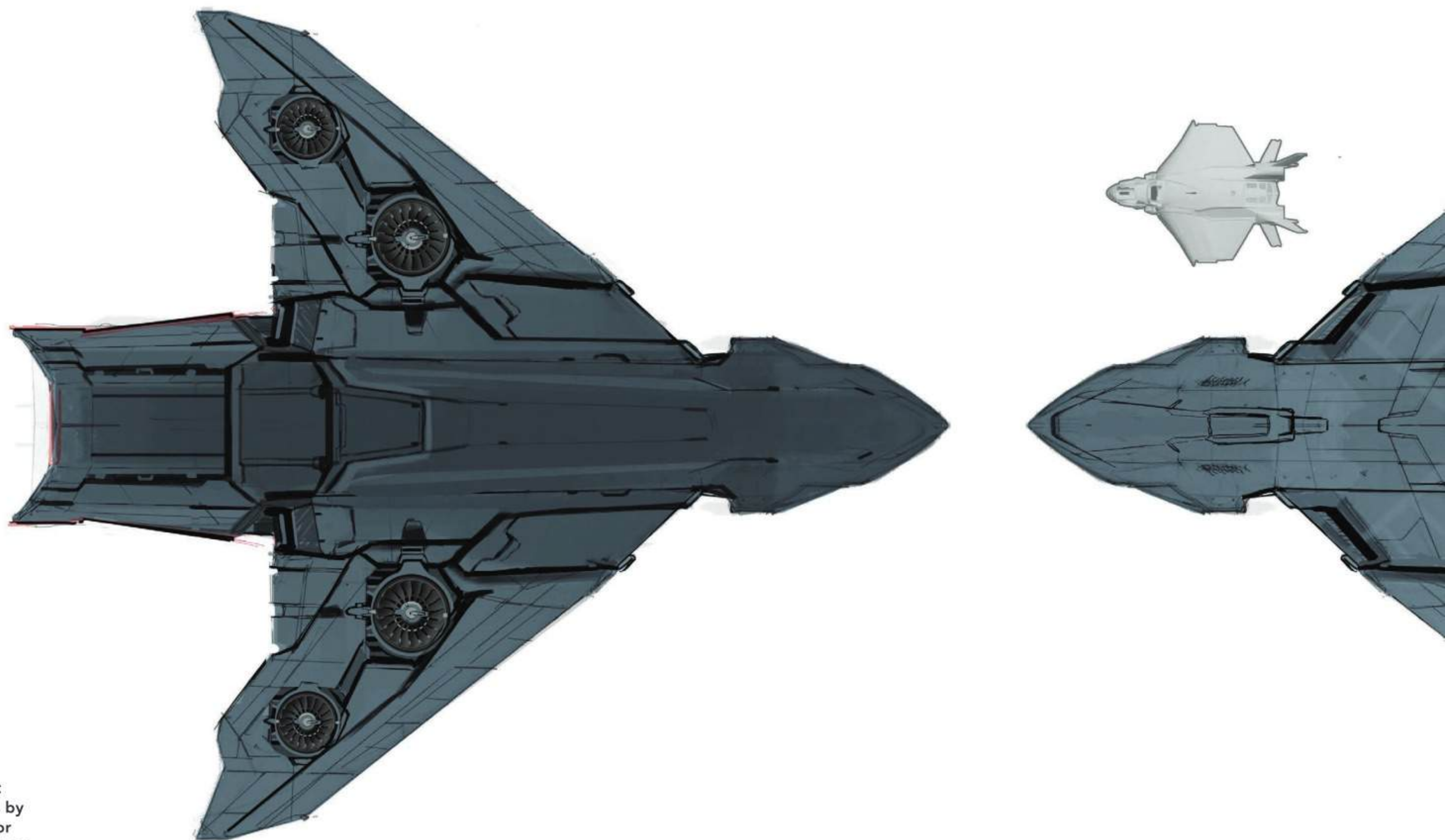
"It seems to me that it's an unconscious longing for a simpler moment, as complicated as their relationship was in Season One and Season Two before she discovered her biological family," Clark Gregg says. "Now that he's giving her more power, tasking her with more things, she's become a big resource. But at the same time, there's something between them. She's more than human, and he's very much human. And they still have this real connection, but they're a family that works together. And things aren't the same."

While Coulson watches his protégé come into her own, other members of his team are undergoing their own transitions. Hunter and Morse, formerly husband and wife, face new realities as they attempt to rekindle their love in the midst of a war.

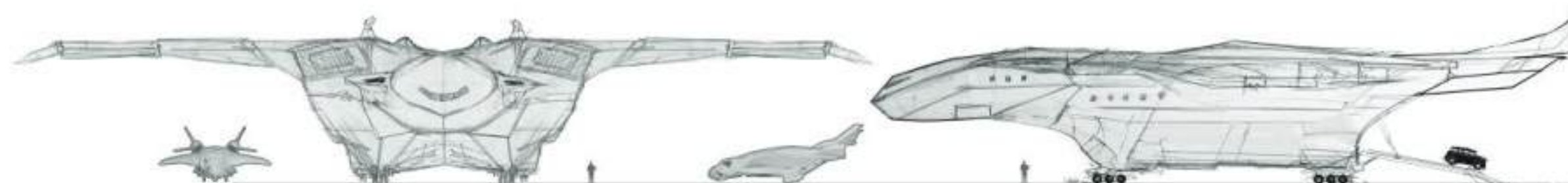
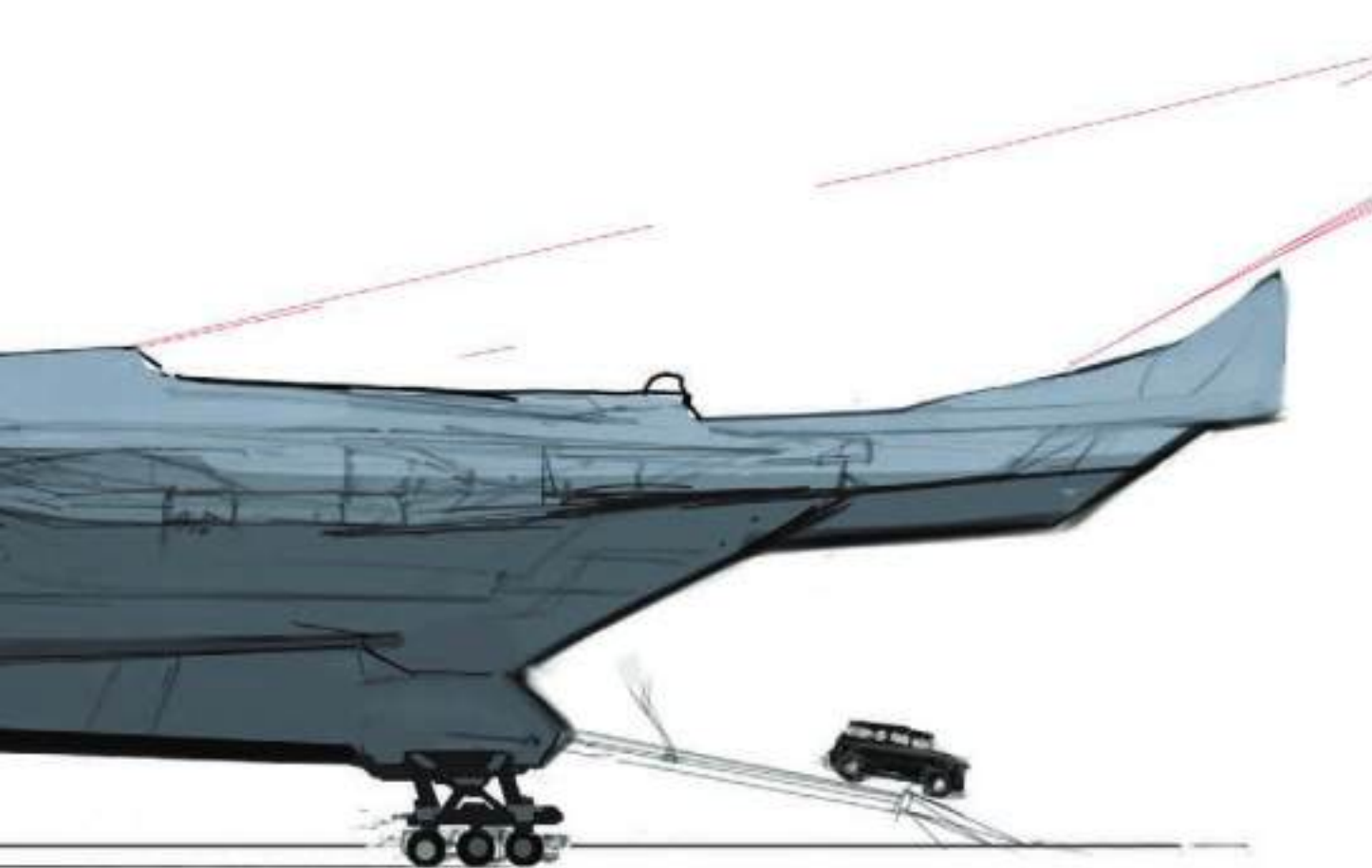
"She knows that Hunter is out putting his life at risk," writer and Co-Executive Producer Drew Z. Greenberg says. "She doesn't stop him. She just doesn't like that he's going out there and doing it. She tells Hunter that maybe they don't have to be these vengeance monsters. Maybe they don't have to make that drive their only reason for existence. She thinks they could move past this horrible thing that happened and do some good, without having to take Ward down. And I thought that was a nice moment for her: She's realized there's something there that's very real that she wants to hold on to. And not everything is worth risking life and love for."

Fitz, too, has experienced an evolution. Through his determination to find Simmons, he gained strength and courage. The new Fitz wears his emotions on his sleeve—a change powerfully illustrated by his outburst after discovering the scroll he'd risked his life to find had failed to provide answers. Iain De Caestecker's performance became a talking point for the duration of the season, a heartbreaking glimpse into the character's pain over his separation from his other half.





FuseFX concept art, with details by Creative Director Joshua James Shaw.



ZEPHYR ONE

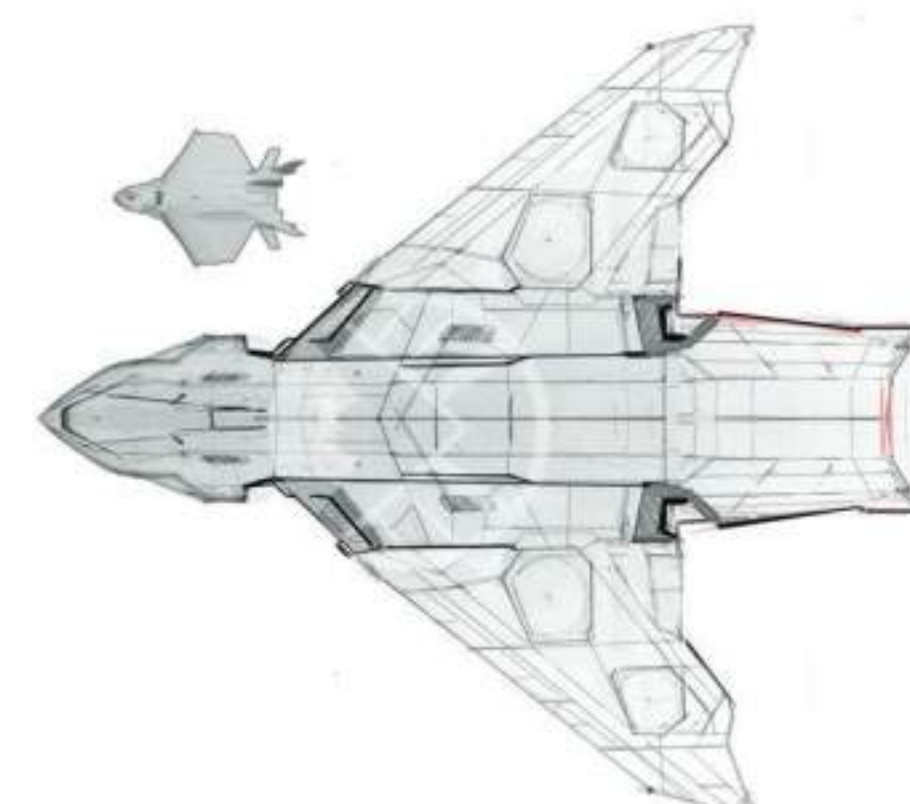
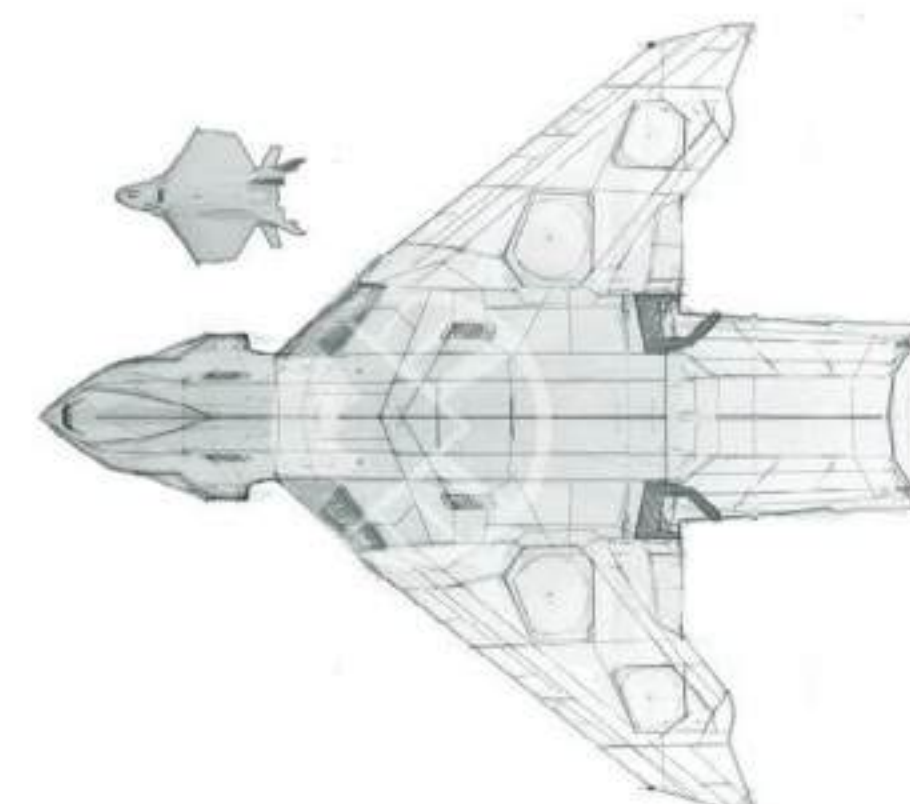
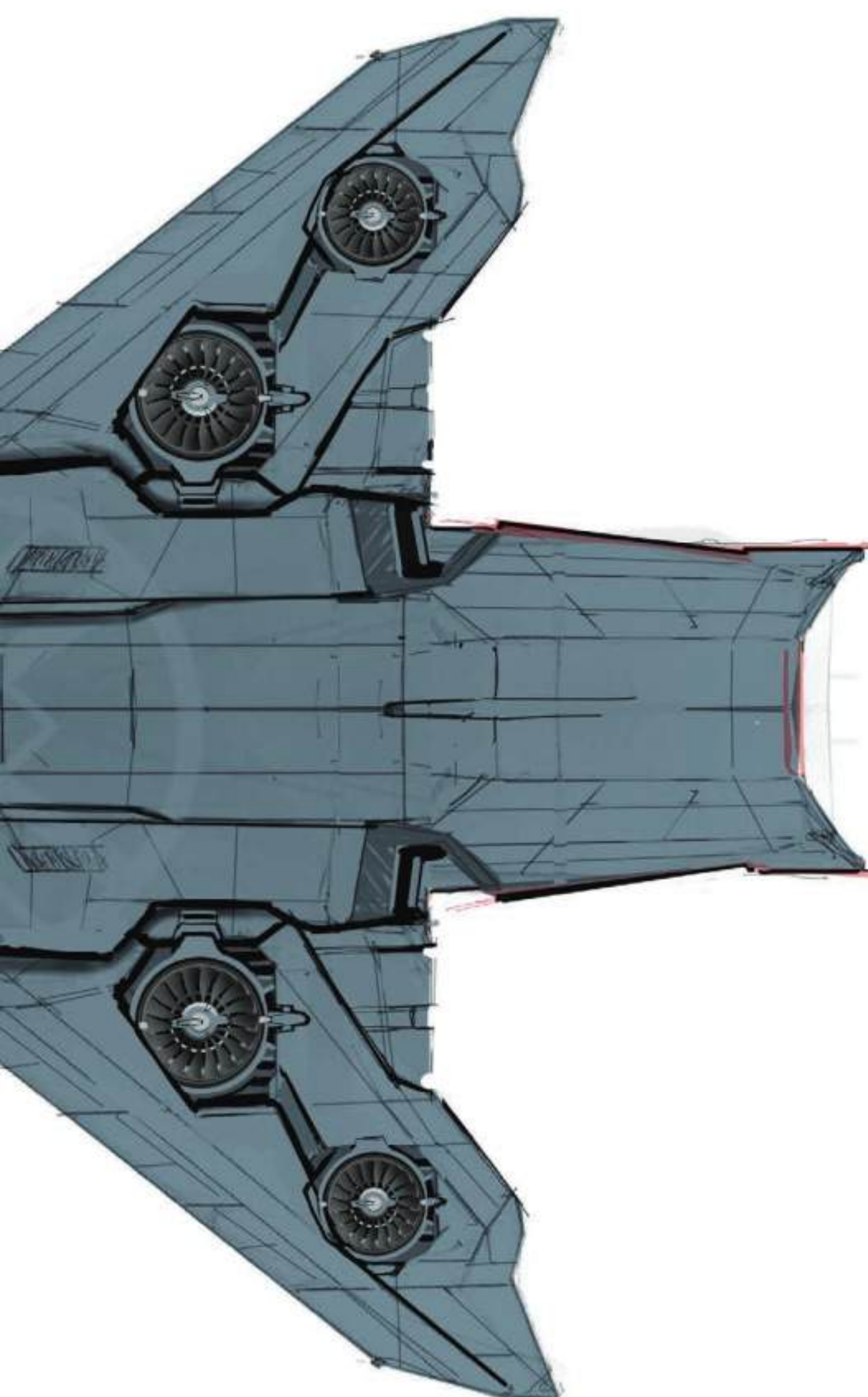
CREATING S.H.I.E.L.D.'S NEW FLAGSHIP

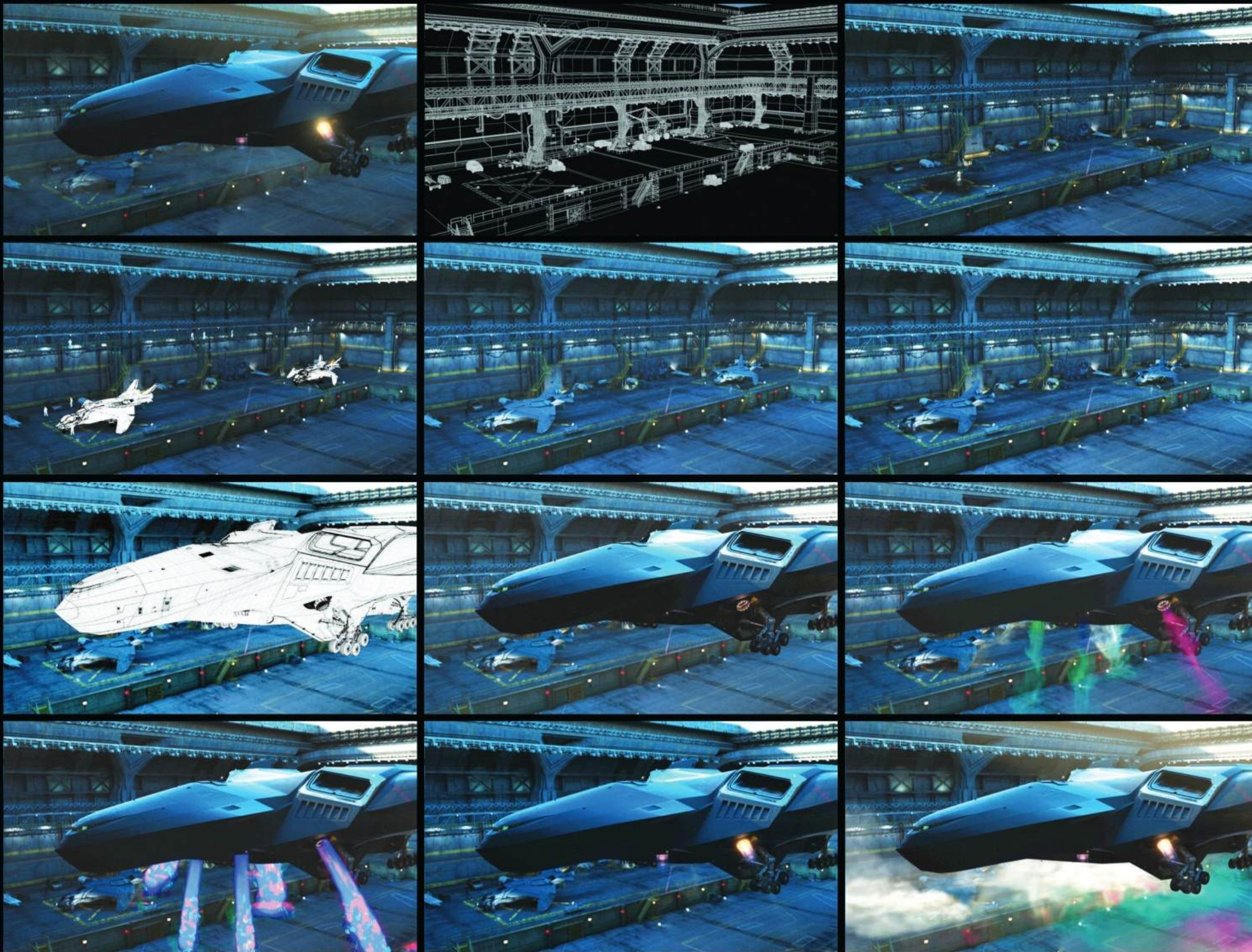
With multiple bases and headquarters, including sets in Morocco and Russia, the pressure was on for the Art Department to deliver exciting, realistic designs. In addition to supplementing existing sets, returning Production Designer Gregory Melton and his team had to create several new permanent sets. With the Bus destroyed, Melton's largest challenge proved to be the construction of a new flagship: the *Zephyr One*.

An awe-inspiring piece of S.H.I.E.L.D. technology, the expansive but stealthy carrier boasts 40 engines and a massive wingspan. Brought to life through a combination of physical sets and visual effects, the new plane was a joint venture between the Art and Visual Effects departments. As the two teams worked hand-in-hand to bring the *Zephyr* from sketch to screen, their priority was to differentiate it from the beloved Bus.

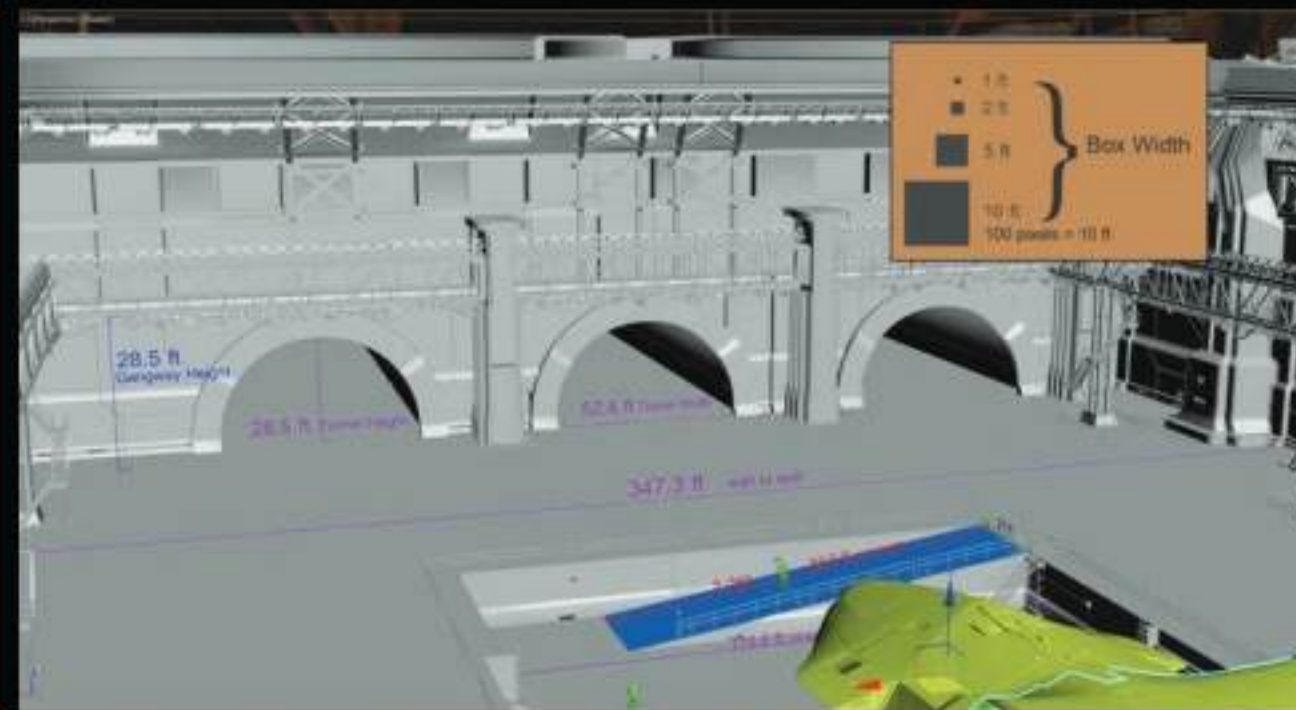
"The Bus was more of a throwback to a 25-year-old plane," Melton says. "But everything we see in the show this season is more tactical. The show had a much darker tone and featured a lot more military combat. In talking with the showrunners, this new vehicle needed to be much more of a control-and-command plane than the Bus was ever intended to be."

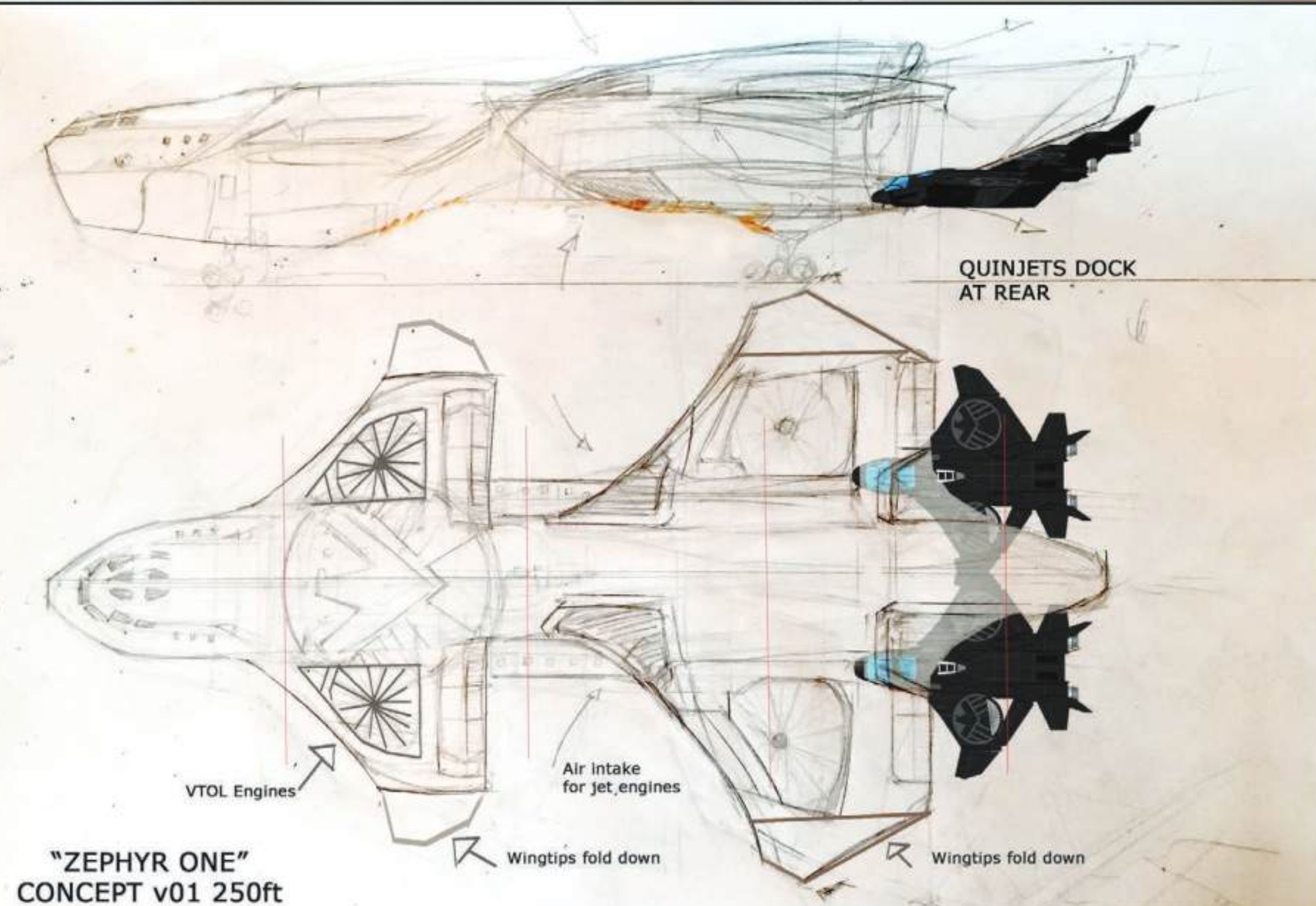
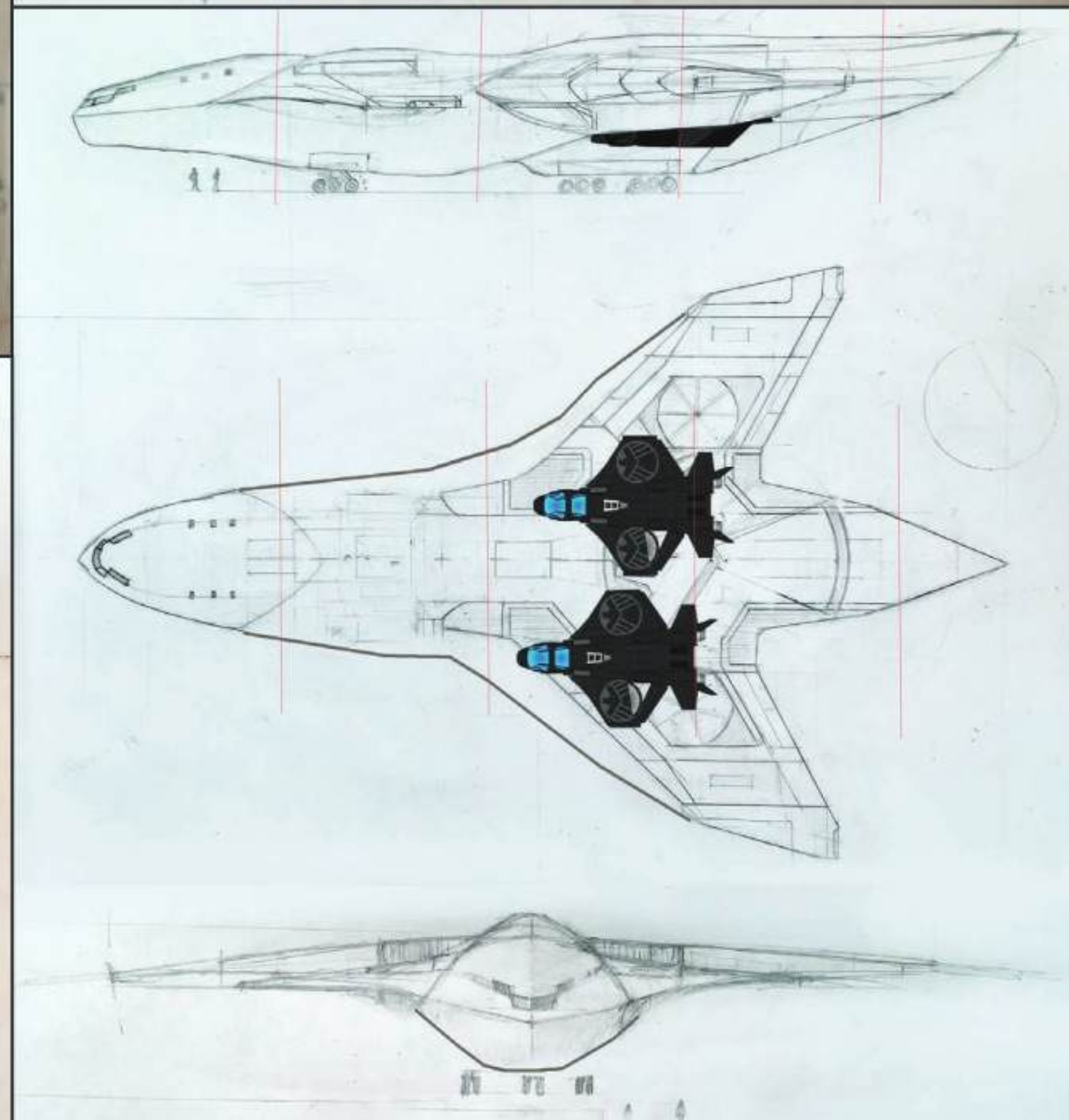
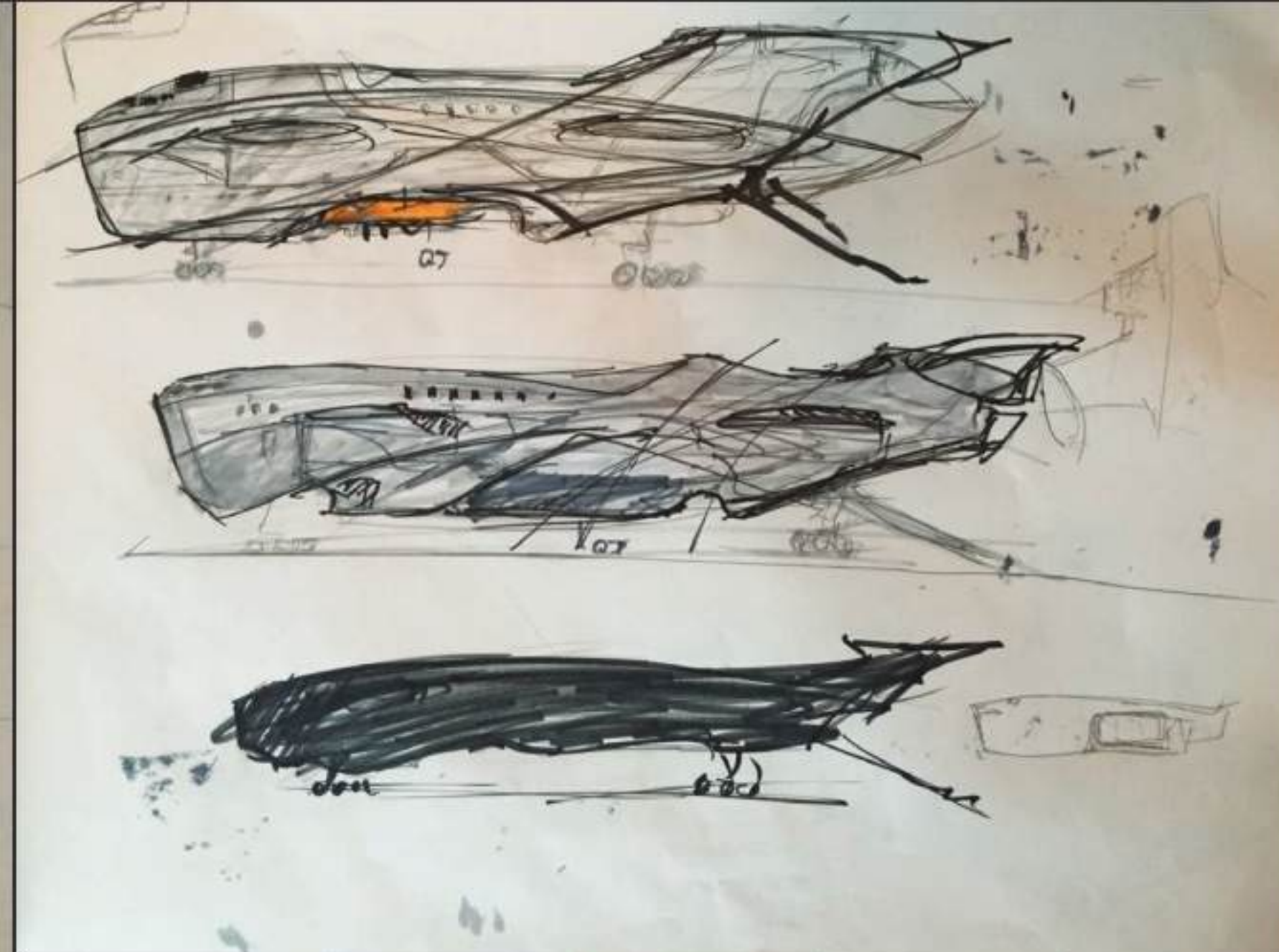
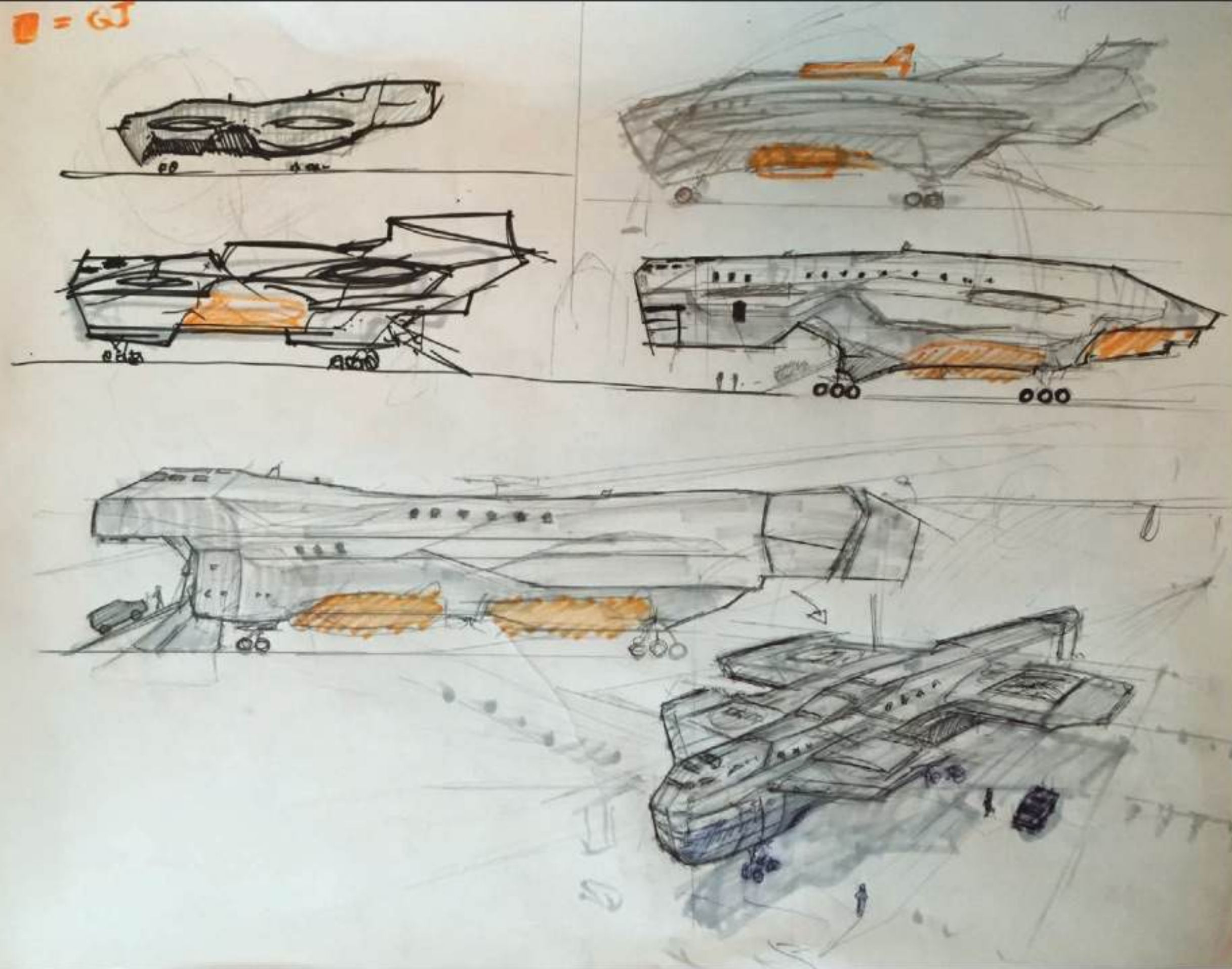
"I think the Bus was the appropriate vehicle for Season One," Clark Gregg says. "But given the threats involved, and what's required of Coulson and his team now, the *Zephyr One* fulfills the mission better than the old Bus. They need to have a long-term cruising-capacity vehicle so that they can circulate and scoop up these Inhumans quickly and efficiently."



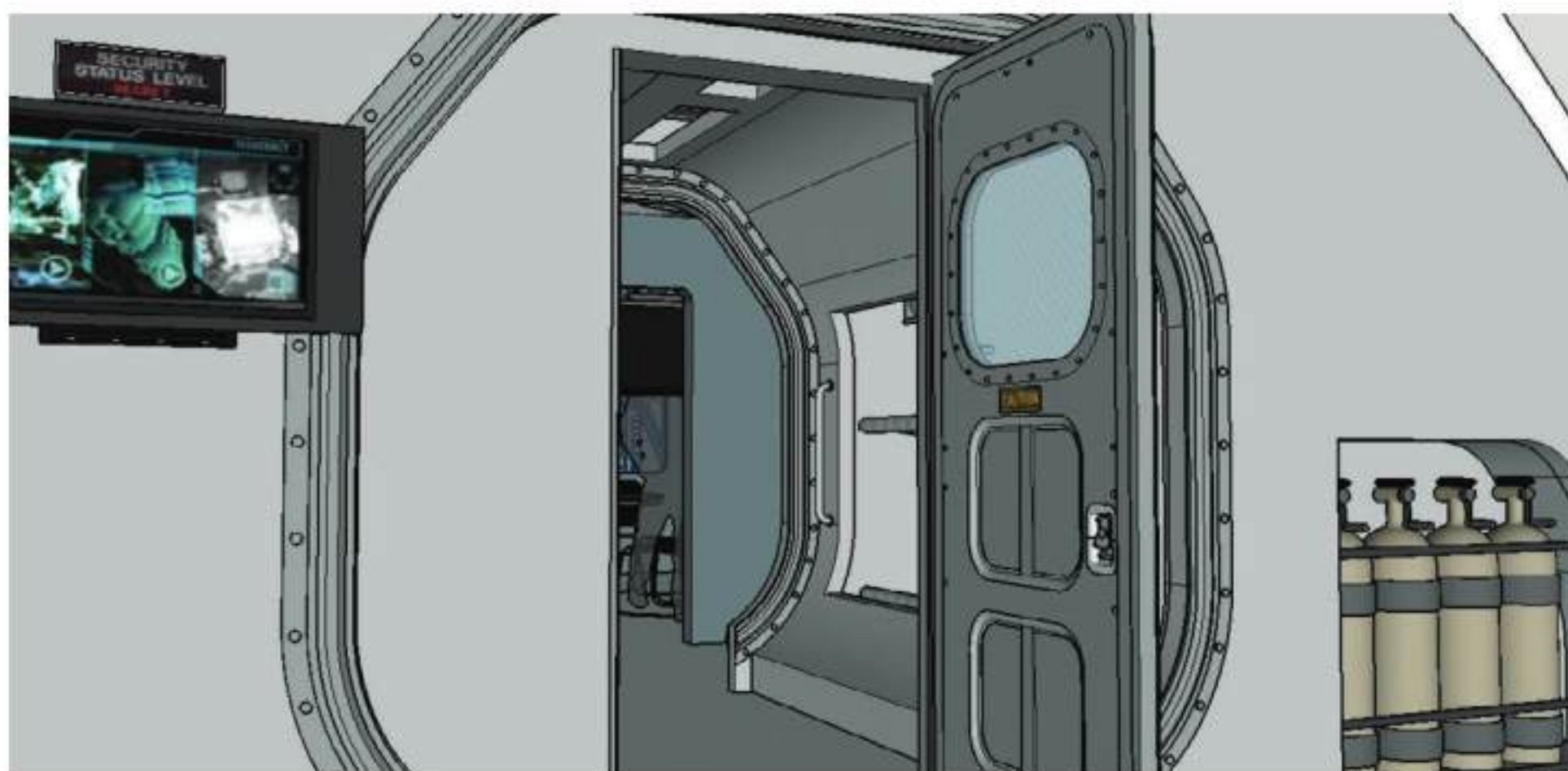


VFX progressions by FuseFX, which was tasked with fitting the massive *Zephyr One* within the previously designed hangar bay.





A chronological progression of early Zephyr One concepts by Computer Graphics Artist Gavin Whelan at FuseFX (counterclockwise from top right). Whelan initially designed the Zephyr to fit two Quinjets, but after attempting to position the dual docking spaces for the crafts, it was decided to limit the tethered Quinjet accommodations to one.



Concept Artist John Vertrees' designs for the *Zephyr One* cockpit and command area.

Greg and his team have done an amazing job, alongside Mark Kolpack and Visual Effects, to take the Quinjets as inspiration and give us a new plane that serves this mission. It's incredible. They are evolving the visual language of the show as quickly as the writers are evolving the rest of it."

"The design of the *Zephyr* took several weeks," says returning Visual Effects Supervisor Mark Kolpack. "Once we had a design sketch that was working for everyone, it went to [Creative Director] Joshua James Shaw at Marvel, who made it all come together. He did a fabulous job; it all really came together nicely."

"What was there was already immensely cool—that initial sketch really had a feeling of a bird of prey," says Shaw, who also contributed designs to *Marvel's Daredevil*. "I tried to maintain a bit of girth, keeping it strong. The initial sketch was a little disparate, so I tried to add some overarching rhythms and lines to unify some of those smaller subforms to make it more streamlined. So what I wanted to do was take what they had and embellish it, drawing right over that initial sketch to fill out some of the details. And then the artists who brought it into a digital space really filled it out past that point."

"It was a really big plane," Melton says. "The original concept was at least twice as big as the final plane that we ended up with. Mark Kolpack had done a design that was huge, and I had done a smaller design, and we met in the middle. It morphed into the *Zephyr* we have now—which is not quite as big as the initial design presented. It's a tricky design because you don't want it to look like a giant Quinjet."

"It was a big, big ship," Kolpack says. "The actual 3D modeling of it took six weeks. FuseFX had to make these huge models of the *Zephyr* that had a lot of textures and details that went into them—however, we can't build something that's so complex and weighty that it would chew up all our render time. So they built a scaled-down version of the ship for blocking and rough passes of shots. Then later we put it all together with the effects-pass animation, where we add in thrust, dust, and afterburners. Then we add a lighting pass with the beauty lighting and shadows, and it just gets big. It's a lot of render passes on a big plane. It's 250 feet long; it's almost like a spaceship—it's running 16 engines between VTOL and regular horizontal thrusters. And if you look at it from above, it resembles a raptor or a bird of prey. But if you look at it from a profile view, it almost resembles Godzilla's head."

Rounding out the aircraft's design are such details as weathering from combat and averse conditions, along with some staples of stealth aircraft—including red pin-striping, a nod to the U.S. military's *SR-71 Blackbird*.

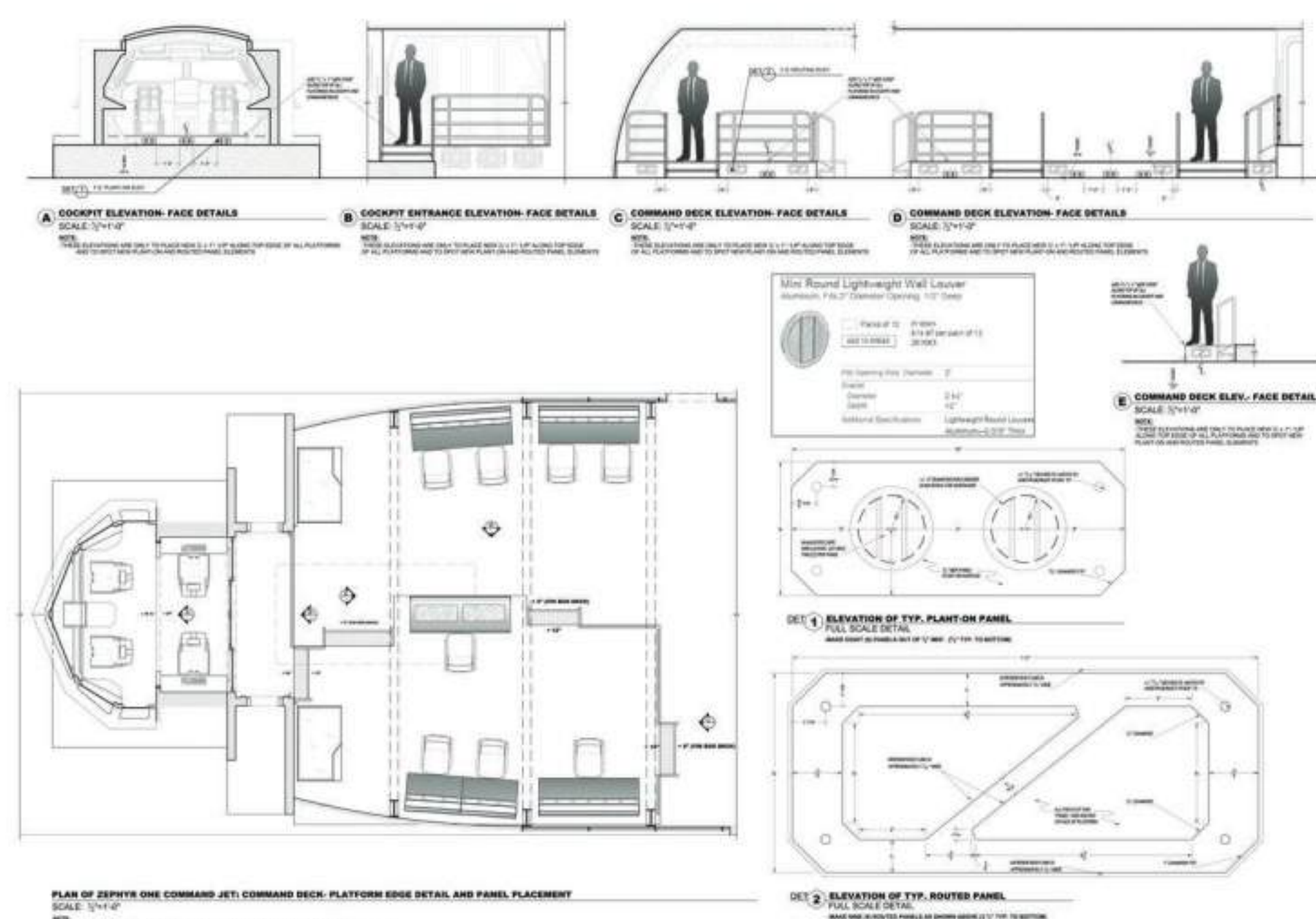
For the *Zephyr's* physical sets, the crew started with those built for the *Bus*.

"We were tasked with repurposing the original command center/lounge set from the first season," Melton says. "And it was a challenge because the physical shape and structure of the new *Zephyr* is completely different than the *Bus*. The *Zephyr* is more angular and much larger, where the *Bus* resembled a cargo plane. So we had to do a lot of work to build the interior. We stripped the former *Bus* set down to the plywood frame, and then pulled out all the windows from the *Bus's* fuselage to give the impression that this main command center branches out into many side rooms."



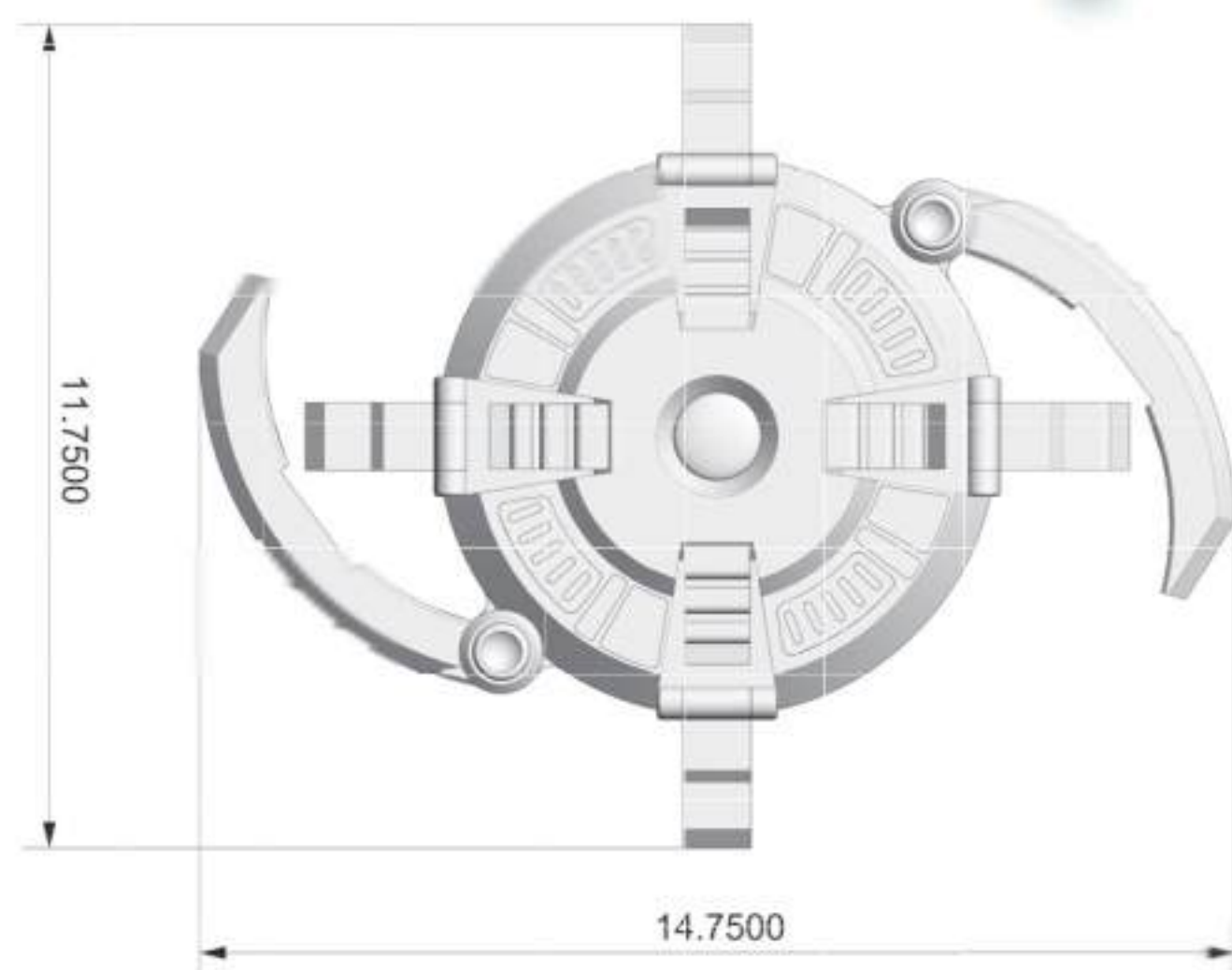
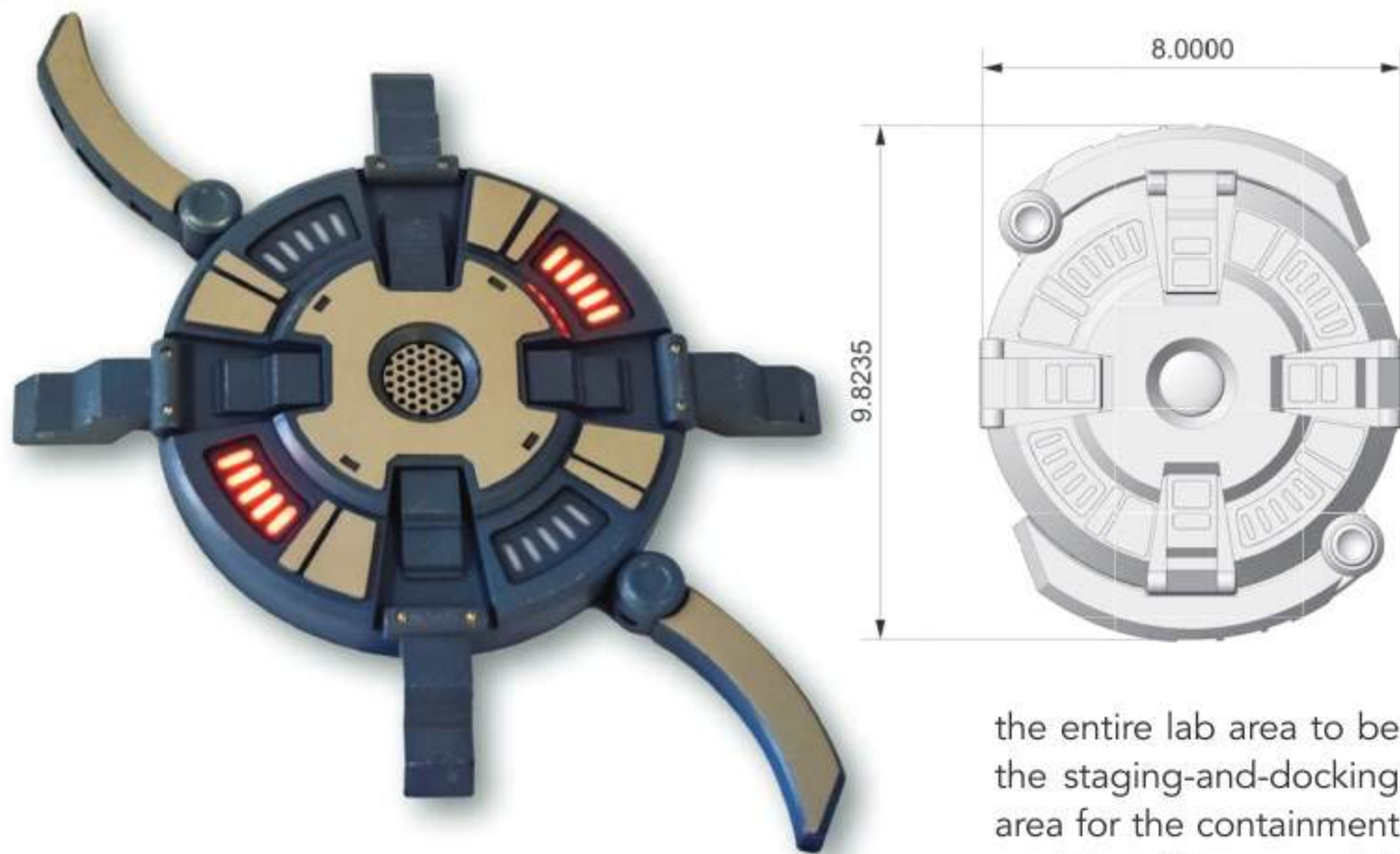
The Bus command center, including the lounge and crew quarters built on Stage 14, became the command center for the *Zephyr*, replacing the resting areas with a more imposing and action-based open floor plan fitting for a director of S.H.I.E.L.D. "If I had one criticism of our work in the first two seasons, it would be that we never really got a sense that the Bus was in the air when we were in the former command center," Melton says. "When we laid out the design for the new command center, the pitch was that it would be open all the way to the cockpit. So you immediately get a sense that this ship is in the air, and we're right in the nerve center of the plane. And everyone liked that idea even though it presents some logistical problems for production." The forward-facing cockpit windshield would require filling in the visual effects for the plane's exterior in every shot. Initially, the production considered the tried-and-true method of rear-projection imagery, a technique for combining foreground images with pre-filmed backgrounds—live-action footage filmed in-flight projected onto a screen from behind. But the effect wasn't as realistic as desired, so the cockpit eventually was surrounded by bluescreen, to be replaced in post-production.

Melton's crew also had to retrofit the Bus cargo bay—used as a lab for Fitz and Simmons in Season One, and Mack's garage in Season Two. "We needed to convert the cargo area to feel much more militaristic like the Quinjets," Melton says. "We took the glass wall out between the cargo area and the lab. That immediately lengthened the room and made it feel less compartmentalized. Then we rebuilt



John Vertrees elevation plans for the *Zephyr One* cockpit and command area.





the entire lab area to be the staging-and-docking area for the containment modules. Then we added new jumpseats down the center of the cargo area and down the ramp, as well as on the walls."

Subtle touches to the existing Playground sets reflect the previous season's events—the axe used to chop off Coulson's hand now adorns his office wall—and the modular sets for the gym, shooting range, and locker room became permanent fixtures. But one new set was re-

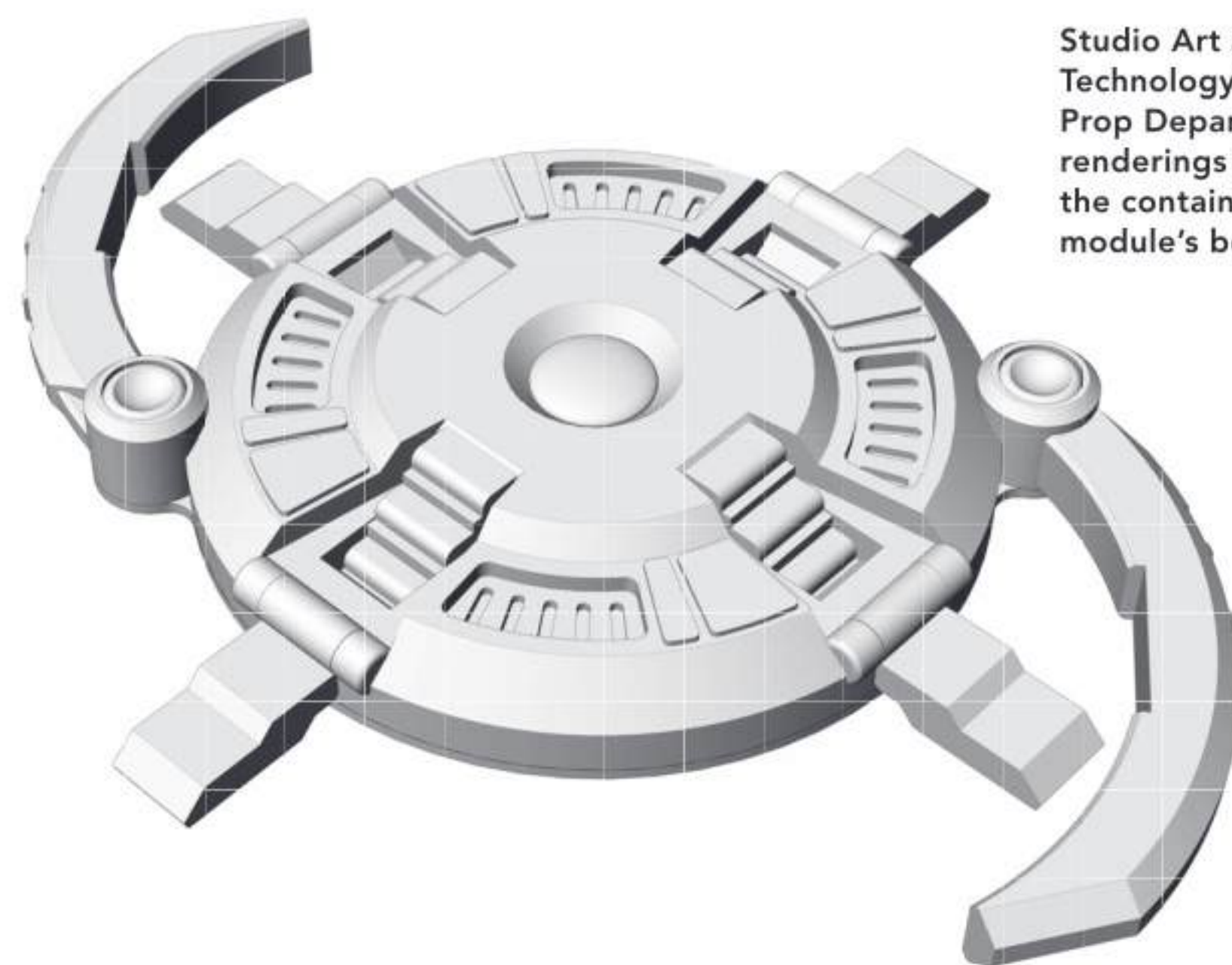
quired. "The only thing that we had to add to the Playground this season was the interrogation room," Melton says. "Because we no longer see the Cage on the Bus, we needed a new space at the HQ. And it was really informed by that World War II-era look we had established for the rest of the base."

Two environments were created in place of the Cage: the mobile containment modules, which act as capture-and-escape vessels; and the Playground's containment rooms, which house the rescued Inhumans. Melton and his team sought design cues in a set the executive producers had favored from Season One: the modular med-pods, similar to aircraft shipping containers, used to quarantine infected team members deep in the bowels of the Bus. The rocket-propelled containment modules used a simple design—because of the short distances the

modules would be traveling, they weren't required to be aerodynamic. The interior of each resembles a smaller version of the Cage, providing visual consistency by using the same materials seen in the former interrogation room. "We made two containment modules," Melton says. "There's one that's permanently built into the cargo bay, and then there's one that we can move around to and from location and into the containment room. They're both exactly the same though—both are built on wheels, and both have the same amount of details because you see them from every angle."

Returning Property Master Scott Bauer and his team created the hand-held beacons used to summon the containment modules. "Kolpack and I work like this all the time, in that I'll give Mark the 'A' and the 'C' piece, and he fills the in-between," Bauer says. "The 'A' piece is the physical piece that they toss out that lands on the ground; then Mark takes over, and he'll create the 'B' piece in a digital space where it opens up to resemble the 'C' piece that I've created."

When the modules come to a rest in the Playground, they're nestled safely underneath the *Zephyr's* hangar bay in individual and more spacious containment rooms. Hexagonal tiles surround each room with built-in lighting fixtures. Sleeping, working, and recreation areas border the space reserved for a containment module, one of the two which is wheeled into place for shooting. "When the plane comes in, the containment modules can drop right out of the plane and right into this containment room," Melton says. "I looked at this room like my *Space: 1999* set. I like rooms like that, where you immediately know where you are. It's all white: white walls, white floors, white ceiling. But it's holding up to the demands of production really well because we put down a heavy-duty linoleum to protect the set. And if anything happens, it's easy to touch up because it's all one color."



Studio Art and Technology's Prop Department renderings for the containment module's beacon.



Director's plan for the Zephyr.



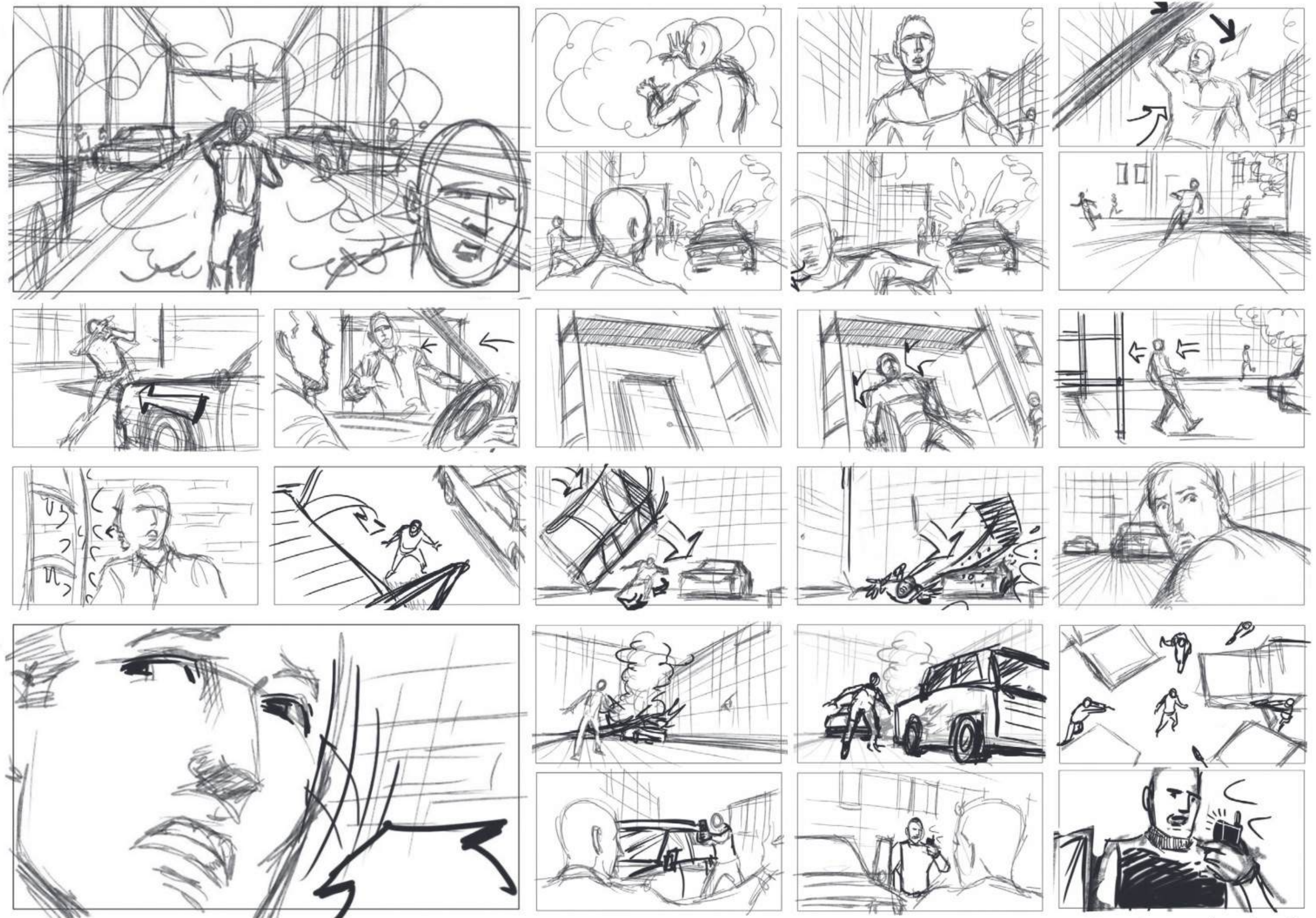
CONTROLLING THE UNCONTROLLABLE

"One of the things that was very important to us was making it so that a character who has a power can't control it instantly," writer and Supervising Producer Lauren LeFranc says. "It takes time to evolve. It's like when you're training in martial arts, you're not immediately a kung-fu master on day one. You have to learn that skill. And it's still a skill, even though you have this innate power. And if you don't learn it properly, things can go wrong for you."

Those skills—or lack thereof—are forefront from the first episode, as Joey Gutierrez struggles to control his ability to dissolve metal. During his desperate flight, he destroys his stove, weaponry, and a tanker truck. The elaborate sequence required close collaboration between all departments. Good thing they had practice: Last season, the show averaged up to 150 visual-effects shots per episode and earned its second consecutive Emmy nomination for Outstanding Special Visual Effects. The production would have to top that record right out of the gate to set the tone for the rest of the season. "This has been a very different season because of all the characters with abilities in terms of the amount of research and development, design, animation," Mark Kolpack says. "So many of these characters' abilities come from their hands; we work really hard so that everyone isn't making the same motions, so that it's unique. All of these abilities have to have their own signature. They all have to work for the character and support the story. Obviously Daisy and Lincoln's physical performances are very similar—but when it comes to Joey, his hands are at his side because his abilities are really controlled by his mind."

To visualize Joey's powers, the crew first had to decide how they worked. Was it heat? Was he liquefying objects? "At one point we conceptualized it as his ability to create heat, which in turn melts things, but then we realized that it should be more of a de-molecular stabilization," Kolpack says. "You don't see steam or heat—the matter is literally just losing its cohesion. And he's able to reshape objects into what his mind's eye is seeing. So we accomplished that with Houdini software and fluid simulations to model the pieces that he melts. And that was married to practical elements shot on-camera by [Special Effects Supervisor] Gary D'Amico in Special Effects and Scott Bauer in Props—like the handprint in the kitchen and the husk from the chrysalis. It's a more subtle effect than what we're accustomed to, but that's always good because it gives us a variation from the other powers that we see on the show."

Joey's flight through the streets of Seattle was shot on the historic Paramount Pictures backlot. Gary D'Amico and the Special Effects Department set up the tanker explosions, while riggers in the Stunt Department handled the complex shot in which Joey transforms collapsed scaffolding into an automobile. The Props Department was responsible for creating the remains of the Terrigen husks and the police handguns; the "melting" of those guns was an enhancement by Visual Effects. The entire sequence is a perfect concert of filmmaking techniques.



Warren Drummond storyboards.



Warren Drummond storyboards.

MATTHEW WILLIG**"LASH"**

The Inhuman Lash first appears in the pages of *Inhuman* #1 (2014). In a desperate bid to save his people from the double threat of the vengeful Titan Thanos and the reality-destroying Builders, Inhuman King Black Bolt unleashes a Terrigen Bomb that levels Attilan, the traditional home of the isolated Inhumans. As the resulting Terrigen Mist spreads across the globe, it activates latent Inhuman genes in seemingly normal humans, creating an explosion of NuHumans with powers they can barely understand, never mind control. Lash is a member of a sect of Inhumans who believe Terrigenesis is an honor to be earned, rather than a hereditary right. Appointing himself judge, jury, and executioner of these recently transformed individuals, Lash wanders the Earth recruiting NuHumans to his cause—but when he deems them unworthy of their new powers, he kills them. The show would mirror the character's brutality, but nothing is ever as simple as it seems for *Marvel's Agents of S.H.I.E.L.D.*

"I think the theme of balance is really interesting because Lash becomes a barometer of that," writer and Co-Executive Producer Brent Fletcher says. "Because at first, he's an enemy, and then he's a solution for a problem run amok, and I think that's pretty interesting because it allows there to be a yin and a yang in a cosmic pool: When things get too bad, there's a saving force that's coming from unknown places."

To portray the imposing Inhuman, the production turned to former NFL offensive tackle Matthew Willig—known not only for winning a Super Bowl with the St. Louis Rams, but also various acting roles on *NCIS*, *Dexter*, *My Name Is Earl*, and *We're the Millers*. "Matthew has a huge physical presence, but also has a body of work that we were aware of," Casting Director Sarah Halley Finn says.

"We warned everyone about the heavy prosthetic make-up required for the character when we sent out audition appointments," Casting Associate Hannah Cooper says. "And he has such a great face."

For his transformation into Lash, Willig had to sit for four hours prior to shooting as Glenn Hetrick and the Special Make-Up Effects team applied head-to-torso prosthetics and body paint. Even further time was required at the end of each day of shooting, when the heavy make-up had to be removed—only to be reapplied the next day.





Warren Drummond storyboards.

CONSTANCE ZIMMER**"ROSALIND PRICE"**

The moment Rosalind Price appeared on screen, there was no question regarding the importance of her role: She was a force to be reckoned with. But that's where the certainties end. Just what are Price's intentions—and where do her allegiances lie? "Coulson as the director doesn't really bump up against anyone—he's the boss—so it's always fun to put him in conflict with an equal," Executive Producer Jeffrey Bell says. "And to make a character like that a woman who was attractive to him was fun. In Season Two, we played the family theme a lot. Coulson was the surrogate father. But in this season, we were looking for a different dynamic for Coulson to play, and the idea of a dance with an adult with a romantic undertones was very appealing to us and to Clark. And to bring Constance in, who was even better than we could have possibly imagined, I thought brought new dimension to Coulson's character and allowed us to tell a different kind of story. "Veteran actress Constance Zimmer has appeared in a variety of shows—including *Entourage*, *House of Cards*, *Boston Legal*, *Joan of Arcadia*, *The New Adventures of Old Christine*, and, most recently, *UnREAL*.

"She's just the greatest person and a great actress," Hannah Cooper says. "We knew we needed someone who could keep up with Clark Gregg in terms of wit and charm, and it was a long process to try to find the right person. We were lucky enough that Constance was available, because she's a regular on another series, and it all came together and felt like the perfect fit. What was interesting was that you weren't technically supposed to like her at first because she was supposed to be this antagonist, but ultimately you can't help it. You see why Coulson and Rosalind like each other."

"Coming onto a show like this that already has such a big presence was a real challenge because I just wanted to make sure that I fit," Zimmer says. "I wanted to make sure that I didn't stick out like a guest star—I wanted to blend in and become a part of the show without people noticing that my energy was different. We tried to fashion her as being the female version of Coulson, and so whenever I was with Clark, I was watching him to see how he handles certain things."

The idea of Price as a mirror image of Coulson became important not only for her onscreen presence, but also her wardrobe.

"She was described to me as the female version of Coulson, and so I wanted her silhouettes to reflect that," Costume Designer Ann Foley says. "So we would put her in suits similar to what Coulson had been wearing at times. Or if the script allowed it, I would get her into a dress. And it was important to me that the first time we met her, she was in a really fabulous crème Hugo Boss dress with an amazing neckline."



JUAN PABLO RABA

"JOEY GUTIERREZ"



Much like Skye and Morse served as surrogates for the audience in Seasons One and Two, respectively, Joey Gutierrez helps orient viewers in the changed world of Season Three. But the character's personal history provided another layer of identity politics to the already complex themes of humanity. Joey has "lived with a secret before," as he tells Daisy—but the world isn't ready to hear this one. "Daisy sees that she's in the role that Coulson was in for her and sees a lot of the Season One Skye in Joey," Lauren LeFranc says. "But this is a very different world than the S.H.I.E.L.D. we saw in the first two seasons, and these Inhumans are having to deal with their transformation in a much more public realm. Joey is our first gay character on our show; he's already very comfortable with himself. I'd like to think that our society has evolved enough that it's not as if someone's sexuality is the craziest thing in the world. It's just who you are. He knows who he is, and the fact that he's gay doesn't influence his decision to be a Secret Warrior. But he's not entirely comfortable with this new power that he can't control where he's melting everything. It's really terrifying to him. We're acknowledging that there are parallels, but exploring it in a unique way."

"I think it was so beautifully approached by the writers and producers because I think we are at the forefront of change right now, and television is able to be on the front lines in a very immediate way," Sarah Halley Finn says. "And I think it was well-done and well-received."

Joey is portrayed by Juan Pablo Raba, who most recently dazzled audiences as Pablo Escobar's cousin, Gustavo Gaviria, in the Netflix series *Narcos*. A relative newcomer to television, the Colombian-born actor immediately made a lasting impact on the casting team for *Marvel's Agents of S.H.I.E.L.D.*

"We had met with Juan Pablo for another project and just thought that there was something enormously special about him," Hannah Cooper says. "And we knew he was going to be in *Narcos*, but hadn't seen it yet and heard such great things. So he came in to read for Joey, and everyone just loved him and his take on the character. And we were sad, but happy for him, that he booked another series, because I think we would have liked to have seen him more in the season."



S.H.I.E.L.D. COSTUMES

A DARKER DIRECTOR

"The thing that I'm most proud of is that each season has had its own specific look, and that's one of the fun things that we've done with the show—we've changed it every season," Ann Foley says. "You still recognize the characters, even though their look and their clothes are changing. I think that arc that we've created is really fun, and it's rewarding when the fans recognize it, as well. Each character changed, going all the way back to the end of Season One with the fall of S.H.I.E.L.D. It changed their emotional space; it even changed them physically in how they were dressing. We wanted those emotional changes to be reflected in their clothes."

As a result, the first promotional photo for Season Three features a very different Coulson, sporting a leather jacket, black pants, and a glove representing his severed hand.

"With Coulson we've moved away from the suits and gone into his, as we like to call it, 'bad-ass civilian look,'" Foley says. "It's been really fun getting him out of the suits and moving him into his new look. Coulson's palate is much darker overall. He's in a lot of blues and a lot of grays in his shirts. He's got these great dark-blue jeans and boots, and his tactical jacket is a really cool field jacket. I love it on Clark—he looks great this season. It's a new bad-ass silhouette for him."

"Nick Fury is a helluva lot cooler than Coulson," Clark Gregg jokes. "But Coulson's wardrobe, the suit...while it had been very comfortable and essentially acted as his armor in his days as a field agent, he's now having to circulate in public and scoop up Inhumans to help them assimilate before bad people get a hold of them. And that requires a different kind of getup. And certainly,



as good wardrobe does, it brings out a different side of you. It's been nice to break it up. I'm not a person who wears a suit often in life, so to spend several years in a suit made me ready for a bit of a change."

"We put him in suits a couple of times this season, and it's like seeing an old friend," Foley says. "But I really have had so much fun dressing this new version of Coulson."

For Coulson's cybernetic replacement hand, the production turned to Scott Bauer and his team to create several iterations that could fill various shooting needs. "We have two versions of his hand: the black-gloved version, and then the skin version," Bauer says. "The black-glove was created by Legacy Effects. We took a cast of Clark's hand and designed a neoprene glove around that.

Originally the writers wanted it to be all black—but if the glove was entirely black, it would look flat. So Ann Foley, myself, and the team at Legacy started to add in some lines to it just to give it some texture. It also needed to look like more than a latex glove—we wanted to make it look like it was special and had special abilities. So having it be a little thicker and bulkier was intentional. Once we did that, we had to make several versions of it: one that Clark could obviously wear on set, and then one we could put onto a separate fake prop arm." To capture certain shots, Gregg would strap a shoulder appliance to his body, hiding his real arm behind his back. "He could literally attach or detach the arm to the prosthetic in the shot so

that we wouldn't have to cut in and out of that moment in editorial," Bauer says. "There were some instances where a green arm sleeve was needed to create the effect in post-production, but most of the time we did it as a practical piece."

S.H.I.E.L.D. COSTUMES

DAISY JOHNSON BECOMES QUAKE

Foley worked closely with Costume Illustrator Phillip Boutte Jr., another veteran of the show, to design the heroic costume for the newly dubbed "Quake." The pair had been discussing— even sketching— the Quake suit since the end of Season Two. "I always knew that I wanted it to be a two-piece so that it would be different from Black Widow or Mockingbird," Foley says. "The idea was to try to stay true to the character's color palate in the comics, and gold was a big color for Quake. So we incorporated that into the costume. And then we put Quake's symbol on the back of the costume as well as the gauntlets, which is a really fun nod to the comics."

"I don't understand why every super hero insists on wearing these things, because they're not super easy to move in. But it looks really cool, which is important," jokes Chloe Bennet. "Getting to wear this costume was such an exciting process from start to finish. I went to my first fitting in between the second and third season so that the first day I came to set, I got to wear it. I just felt so cool. I always dreamed of being a super hero as a kid, not a Disney Princess. I wanted to be part of the X-Men, and loved Jean Grey. And to get to go to work and actually be a super hero is insane, especially with a costume like this."

Preliminary designs next went to Joshua James Shaw, who illustrated a back view. It was important for the creative team to maintain a look similar to Daisy/Skye's tactical outfit from Season Two, and Shaw incorporated lines from her cowl into the costume's collar.

"Luckily I had my portable Wacom Cintiq with me at the San Diego Comic-Con, because I was working on the Quake costume from my hotel during the convention," Shaw jokes. "Phillip Boutte had done an initial sketch in New York and sent that to me the night before, and then I jumped in and filled out all of the seam work and some of the Quake form language that you see in the comic book."

Next, Legacy Effects crafted the costume's gauntlets and belt, while Costume Department tailors Lynda Arnold and Kelly Gregson created the suit itself in-house out of printed fabric and leather—the same flexible material sported by Agent May.

"It's great because it gives it a really textural feel to it," Foley says. "And that way, we can really also control the colors, because the gray, the gold, and the black are all printed onto the fabric."

"My favorite part is going to the comic-cons and seeing so many people dressing like Quake," Bennet says. "Especially seeing young Asian girls in the costume, because I've never had a super hero or anyone on television that I could identify with as someone who is half-Chinese, and now the fact that I get to play that hero and have young girls look up to me—it means so much."

Costume Illustrator Phillip Boutte Jr.'s concept art, based on designs by Costume Designer Ann Foley and Creative Director Joshua James Shaw.



DAISY JOHNSON AKA QUAKE

ILLUSTRATORS: PHILLIP BOUTTE JR. & JOSHUA SHAW

COSTUME DESIGN BY: ANN FOLEY

MARVEL AND ABC STUDIOS





S.H.I.E.L.D. DEBRIEFING

PURPOSE IN THE MACHINE

DIRECTOR: KEVIN TANCHAROEN

WRITER: DJ DOYLE

PRODUCTION DATES: AUGUST 4, 2015 – AUGUST 14, 2015

ORIGINAL U.S. AIRDATE: OCTOBER 6, 2015



PURPOSE IN THE MACHINE

MISSION DESCRIPTION:

GLOUCESTERSHIRE, ENGLAND — 1839

In a distinguished banquet hall, Lord Thornally holds court for nine men, each of whom draws a stone from a pouch in a solemn ceremony. Every stone comes up black until they reach Lord Manzini, who holds the sole white stone in the palm of his hand. He's been chosen. His peers tell him to be brave as they lock him into a room alone with the monolith. As the monolith liquefies and engulfs Manzini, Thornally informs one of the younger lords that none have ever returned from "the journey."



HQ — PRESENT DAY

Daisy and Mack discuss Joey's candidacy for their new team of Secret Warriors. Daisy is optimistic; Mack is skeptical. The decision, however, lies with Dr. Andrew Garner. Morse and Hunter interrupt—Fitz has broken into containment and is venting his frustration on the monolith. The team rushes in to pull Fitz out just as the monolith liquefies within its contained space. As Fitz insists that he's missing something, Morse wipes what appears to be soil from his face. Under analysis, the dirt is revealed to be "impossible sand"—pre-dating Earth by a billion years. Fitz hypothesizes that the sand was transported through a wormhole, and that the monolith is a portal to other times and places; he just needs an expert in quantum mechanics and Einstein-Rosen Bridge theory to prove it.

Coulson splits the team: Fitz and Bobbi will accompany him to track down Asgardian refugee Professor Elliott Randolph to investigate Fitz's theory, and Mack and Daisy will continue Joey's assessment. Hunter, meanwhile, is shipping out on his covert mission to find—and kill—Ward.



In an abandoned warehouse, Ward and his second in command, Kebo, are on a mission of their own: to weed out remnants of old guard to create a leaner, meaner Hydra. They start with a man named Carmine. As Carmine clings to the hood of his own car, Ward slaloms through the warehouse interior, then brakes hard and sends Carmine flying. Ward questions the battered Carmine on the whereabouts of an unknown child.

"Now's your chance to prove that you still have purpose. Show me you're not dead weight. So tell me: Where's the kid?" — WARD

NORWAY

Professor Elliott Randolph sits in a jail cell, refusing to help Coulson. Reminding Randolph he owes S.H.I.E.L.D. his life, Coulson threatens to provide his location to the ATCU. With no other choice, Randolph reluctantly agrees to help.

"You're different now, you know that?"
— RANDOLPH

At HQ, Daisy tries to butter up Garner in hopes of securing his approval to train Joey, worried he hasn't yet authorized any candidates for the Secret Warriors program. When Garner doesn't fall for it, she asks him whether May is coming back, or if he knows where she is. Garner doesn't have an answer to either question.



SUN CITY, ARIZONA

Enjoying some much-needed time off, May plays a round of golf with her father, Charlie. She claims to be visiting to help him rehabilitate from a hit-and-run car accident, but her father is unconvinced. After returning from a trip to Maui with Garner, he points out, she's suddenly begun behaving like "daughter of the year."

Randolph inspects the monolith. He believes it liquefies according to a pattern, and is perhaps not of Earth. But as he works, Morse realizes he intends to destroy the artifact. When confronted, Randolph agrees to help get Simmons back, but wants the team's word that the moment they do, the monolith will be destroyed. Coulson agrees. Upon inspection of the scroll Fitz obtained in Morocco, Randolph recognizes the Hebrew writing: He saw it carved into a castle wall in Gloucestershire in 1853.

IBIZA, SPAIN

Ward and Kebo run surveillance on a college student hosting a yacht party: Alexander Braun. The pair breaks up the revelry, Ward singlehandedly dispatching Braun's security and kidnapping the young socialite.

In England, Randolph leads Coulson's team into the long-abandoned banquet hall that hosted Thornally and his associates in 1839. Randolph shows them the

Hebrew carvings he discovered in 1853, above a door. The team enters the former monolith chamber.

Garner has come to a decision: Joey is unfit for duty. He can't even open a doorknob

without melting it, let alone control his new abilities. Daisy isn't happy: S.H.I.E.L.D.'s numbers are greatly diminished—and with the ATCU and now Lash on their tails, she wants to fight fire with fire. Garner, however, warns that Terrigenesis can create monsters—and he's concerned about how Daisy is coping with her transition into a leadership role.

May prepares dinner for her father, who's still trying to get to the heart of her visit and accuses her of hiding from her life. Mid-conversation, May catches sight of an intruder—but it's only Hunter. He needs her help to track down Ward. Hunter intends to enter the ranks of Hydra from the ground up; once he's granted court with its leader, he'll kill him. May refuses, but Hunter leaves her with intel in the event she changes her mind.

"I want Inhumans taking action with S.H.I.E.L.D. To see that being different can mean making a difference." — DAISY



Coulson and his team emerge into the monolith chamber. Housed within are hydro-electric-powered machines, centering around a housing unit for the monolith designed to open its portal. Fitz gets to work restoring the machinery in hopes of using it to save Simmons. Shortly after, Daisy and Mack arrive aboard the *Zephyr* and help load the monolith into place.

Elsewhere, Ward and Kebo interrogate Braun for bank-account passwords, apparently desperate for funds. Upon Braun's refusal, Ward orders Kebo to torture him until he relents. When Ward leaves, Braun easily gets the jump on Kebo and stabs him in the arm with a pen. Having watched the fight, Ward re-enters and reveals his knowledge of Braun: He's not just a rich kid. He's Werner Von Strucker, son of Baron Wolfgang Von Strucker—one of Hydra's greatest leaders.

"'Maveth.' One of its translations is actually, 'death by punishment.'"
— RANDOLPH

"I know what it means to come from a complicated family. Hydra's fractured, in pieces. We're going to rebuild it the right way. By force." — **WARD**

Fitz is ready: He throws the switch to activate the machine. The monolith liquefies, opening the portal to Simmons' location. The machine is unstable, and the open portal has a strange effect on Daisy, causing her head to swim and her nose to bleed. The machine grows increasingly volatile, and Fitz fires a flare into the portal just as the machinery collapses and the monolith solidifies.

In Arizona, May shares a scotch with her father. She's concerned about following in her mother's footsteps, letting her job consume her and take her away from family. Charlie reminds her of her ice-skating days as a little girl: No matter how many times she fell, she always got back up.



As the team collects itself, Coulson rushes to the collapsed Daisy's aide, mistakenly calling her "Skye." The vibrations caused by the sonic frequencies the machinery uses to open the portal almost proved fatal to her—but there's a bright side: Her abilities can reopen the portal. She quakes the room, replicating the machine's frequency, and the portal opens. Ordered to send in a probe, Fitz instead jumps through the portal himself. Landing in the midst of a ferocious sandstorm, Fitz finds Simmons and pulls her back to Earth just as Daisy's powers are exhausted and the monolith shatters, destroying the portal.

Garner calls May and tells her the good news about Simmons, unaware she's decided to assist Hunter. Later, Simmons violently awakens in the middle of the night, ready to defend herself from something unseen.

TAG

At Culver University, Garner is approached by a new student seeking to join his psychology class and consents, unaware the student is Werner Von Strucker.

FIELD-OP NOTES:

- Randolph was incarcerated for destruction of property and public drunkenness.
- Explaining why his study of Maveth ended, Randolph alludes to a "man dressed like an owl."
- Alexander Braun's private yacht was christened the *Typhon II*.
- Melinda May was a natural figure skater, and skated passionately from ages 7 to 12. She switched to martial arts "because the floors were softer."
- When Coulson refers to Daisy's people as Inhumans, Randolph responds that he hasn't heard that word in a very long time.

RUNNING BEHAVIORAL OBSERVATIONS:

- Fitz: Sandwich Connoisseur — 1
- "That's not her name!" — 1
- Fresh and Delicious Pescado Loco Tacos — 1
- "Don't Die Out There." — 1
- "Turbo" — 1



NEW LEADERS EMERGE

Even as she assembles a new team, Daisy continues to step up for her original S.H.I.E.L.D. family—risking life and limb, and taxing her newfound abilities to their limits to help Fitz and Simmons. “She finally belongs somewhere, and that’s all she’s ever wanted—to feel a connection, whether it’s with S.H.I.E.L.D. or with the Inhumans. And because of that, she feels protective over everyone,” Chloe Bennet says. “But that need to feel connected is something that will affect her greatly later.”

As she comes into her own as a leader, Daisy’s partnership with Mack has grown stronger, the pair checking and balancing each other as they evaluate potential candidates for the Secret Warriors.

“Mack has a very special relationship with Daisy,” Henry Simmons says. “It’s almost a big brother kind of relationship. And as the season progresses, it’s a very personal relationship. He cares about her more than anyone on the team.”

Daisy’s not the only one learning to lead. His foot literally on the gas, Ward is building a younger, stronger, hungrier Hydra. “He has more of a vision of what Hydra is not, rather than what Hydra should be,” Brett Dalton says. “Ward’s version of Hydra is a little akin to Project Mayhem in *Fight Club*: He conducts these initiation rituals to find the most loyal of the group. Ward loves these alley cats and these dented cans and that’s what he’s surrounded himself with—people who will die for you, but might have been overlooked in the old incarnation of Hydra.”

“Ward is still figuring out how he fits into the world in some ways,” writer and Story Editor D.J. Doyle says. “There is such a rage within him after what he saw happen to Kara/Agent 33, and he really blames S.H.I.E.L.D. in a personal way. And throughout the beginning of the season, you see him organizing Hydra a little bit like his grand perverse version of what S.H.I.E.L.D. could have been in Hydra’s image. He never really fit into the political apparatus of Hydra as it was. So now that he’s in charge, he really blows the doors off of it. That’s why you see him speeding through this warehouse in a car. He wants to take away all the trappings of rank and old money, and build a lean, mean group of people that can go out and do something.”

In a moment that parallels Ward and Daisy’s full-speed-ahead methodology—and bookends his own heart-wrenching outburst in the previous episode—Fitz throws caution to the wind to rescue Simmons. “Fitz admits his love for Simmons in the first episode of this season, and then he jumps through a hole in the galaxy for her,” Doyle says. “We had a lot of fun taking Fitz through a journey and letting him grow in her absence, and really he had to step up in ways that you wouldn’t have necessarily seen him do at the beginning of the series.”





KICKING THE TIRES

More cast and more powers meant more complex action sequences—and more work for returning Stunt Coordinator Tanner Gill and his team. “I have to say that I’m lucky, although I’ve had to rebuild this stunt team several times,” Gill says. “Backup coordinators come and go—my fight coordinators are getting promoted to feature films—so I’m constantly reinventing this system while trying to keep control of the ship. This season I’ve had the pleasure of working with Jeremy Marinas of 87eleven Action Design, an elite fight organization for feature films and television. He designed the first half of our season’s fights and then was offered a job as a fight coordinator on another film, so Justin Yu, also of 87eleven, stepped in for the second half of the season. He’s outstanding—he’s only 26 years old and just really good, a world-class martial artist.”

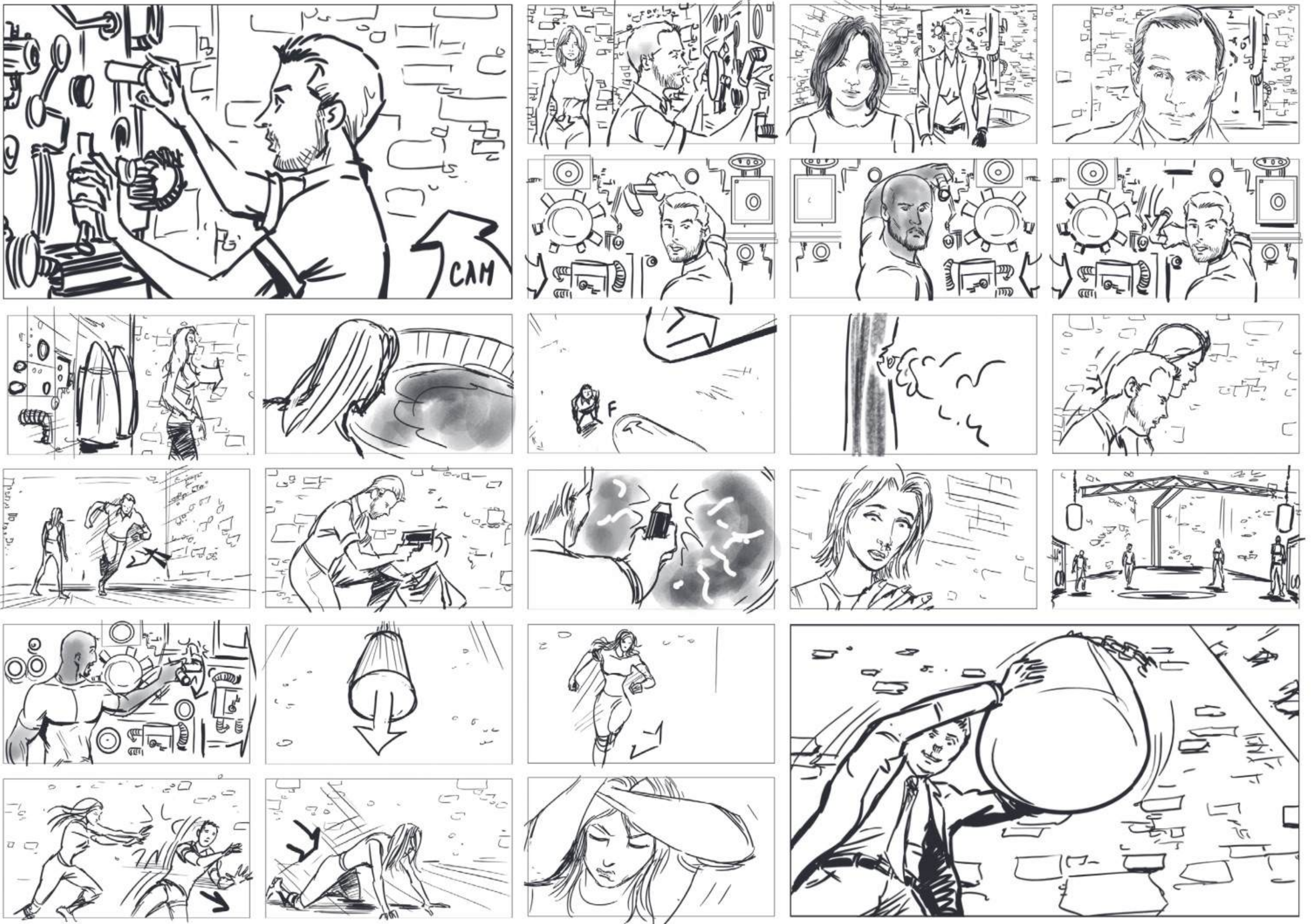
One of the season’s first—and most complicated—stunt sequences was Ward’s re-introduction, shot at the Firestone Tire factory in Torrance, California. The historic location still houses molds for some of Firestone’s original tires—and sharp eyes might recognize it as Ward’s hideout in Season Two, where he captured and tortured Morse. The stunt-driving sequence was a dream come true for Second Unit Director and Executive Producer Garry A. Brown: He’d always hoped to film a big set piece on the building’s fourth floor because of the layout’s incredible depth and design.

But the floor plan did present some challenges—not the least of which were its extremely tight corners. And with the price tag on the Jaguar used reaching \$130,000, mistakes were a luxury no one could afford. That unfortunately meant Brett Dalton didn’t get to do much of the driving himself. “I got to drive a lot at forty miles an hour in a straight line,” jokes Dalton. “There wasn’t a whole lot of real estate in that building, but there was one time where I stepped on the gas and revved it when it was in neutral, and it was so loud that you could hear it echo around the factory.”

“I brought in one of the best drivers in the world for that sequence: Greg Tracy,” Gill says. “And he didn’t put a scratch on that expensive car. That was extremely challenging—the pillars were 18.8 feet apart, and the car was 16.6 feet long. And then there were people standing next to the pillars. There were times when the mirror was literally inches away from the stunt performers and the pillars, but keeping the performers and the car safe were key.” There was also a moment during the sequence in which Tracy had to thread the car through a needle in the form of a small door with a three-inch margin of error. He completed the run eight times without a single incident.

“It’s a challenge,” Gill says. “I like to say that we do a feature film every week. And on a major feature film, you get weeks of preparation and rehearsal—but in television, you have a lot less time. So it’s pretty demanding, but we meet the challenge—and I’m proud of the work.”





Warren Drummond storyboards.

PORTAL TO AN UNKNOWN WORLD

Classic Hammer horror films such as 1957's *The Curse of Frankenstein* and 1958's *Dracula* inspired the gothic setting for Hydra's secret portal to another world. "An old castle is just a really fun set for everybody to do," Production Designer Gregory Melton says. "It's easy for me because I worked on *Tales from the Crypt* for six years. We had to build the banquet hall, the connecting areas, and the portal room for the monolith. But the concept behind the portal room is that over the course of a few hundred years, it's been slowly modified for Hydra's use. The last installation was probably done around the turn of the century, which inspired a very steampunk vibe to the room."

The castle's multiple rooms were built on Stage 14 while construction on the *Zephyr's* command center was still underway. At their center stood the impressive portal chamber, filled with machinery, iron gussets, vintage Edison light bulbs, and six-foot-tall brass counter weights connected to water wheels in true Rube Goldberg fashion. Fully lit, the environment evoked a spooky, cool vibe. "We populated it with a lot of found objects kludging together this technology—tubes and pipes leading into devices," Melton says. "Once you do that, it really comes alive."

At the chamber's epicenter was its most important element: recessed housing for the monolith that would act as the portal to Maveth. While a hole in the ground may seem simple, it represented a massive construction task. "We cut a hole into

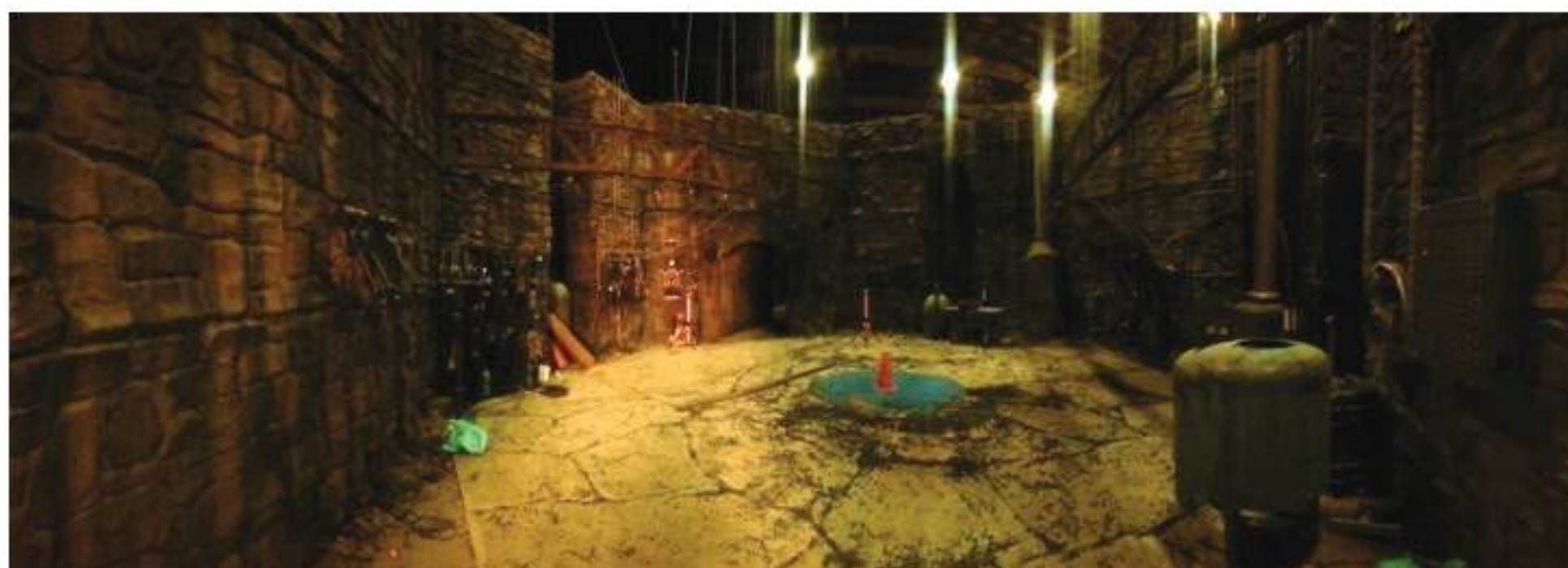


the soundstage," Melton says. "And then we had to dig almost eight feet under the soundstage and reframe the surrounding area, and build the set dressing around the pit on top of that."

For Fitz's heroic dive into the portal, the Stunt Department placed padding at the bottom of the pit to soften Ian De Caestecker's fall. The remainder of the drama fell to the Visual Effects team and would require the use of 3-D-animation software. Fortunately, some of it was familiar work.

"The visual effects for the portal were the same Houdini liquid simulations that we had done at FuseFX in the second season," Visual Effects Supervisor Mark Kolpack says. "We built in small subliminal elements to the animation: If you look closely when the stones melt, for a brief moment they create a pentagram. And that was all by design by order of [Executive Producer] Jeff Bell to allude to this ultimate evil that awaits on the other planet."

The castle was intended for use only in this episode—Stage 14 would be needed for other scenes—but the sets had to remain in place for the better part of the season. "Once we established that's where the portal lived, we couldn't move," Melton jokes. "It ended up chewing up a lot of space on Stage 14 because we'd go several episodes without needing it, then it would pop back up in episode eight and nine."



DEATH BY PUNISHMENT

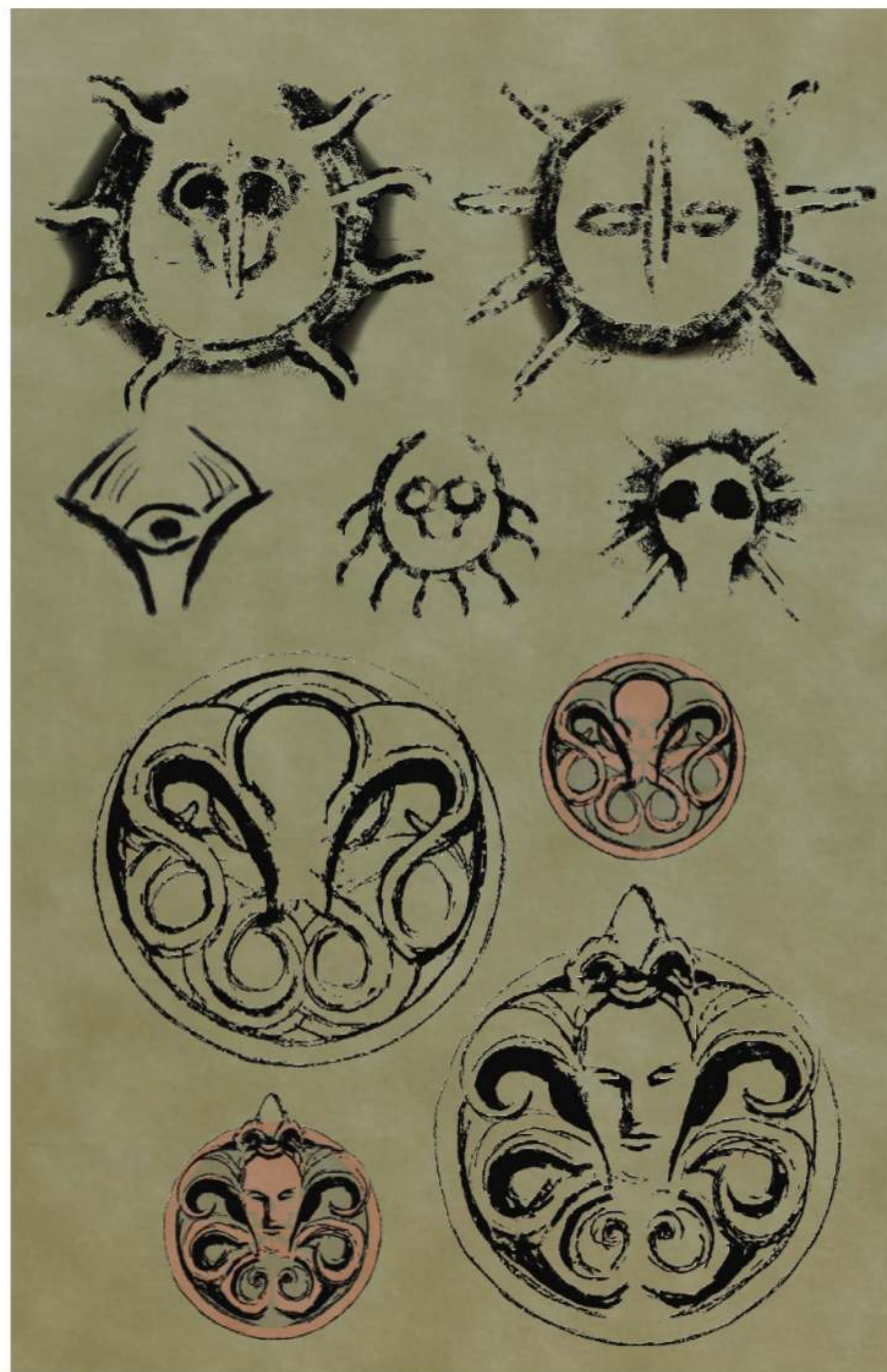
Head of Marvel Television and Executive Producer Jeph Loeb's now-familiar mantra "It's All Connected" doesn't just pertain to the characters and themes of the interlocking Marvel Cinematic Universe—it also refers to graphic elements. For this season, the "Ram's Head" logo that appears in reference to Maveth would take on weight as the audience eventually learns of the Distant Star Pathfinder project—another Hydra machination. Pressure was high to design a logo that would not only have a significant impact on *Marvel's Agents of S.H.I.E.L.D.*, but would also have the potential to factor into other elements of the MCU.

"There were a lot of hands in creating the new logos," Gregory Melton says. "We were getting a lot of help from Marvel, and we all just worked up a bunch of different looks. There was a lot of imagery that went back and forth to settle on the Distant Star Pathfinder logo. And it was challenging because it's constantly developing and progressing throughout the season—Distant Star needs to tie in later to the ancient Hydra logo, and you end up back-engineering to something that you already have established."

"Refining the designs of all those logos was a good month's worth of work," Creative Director Joshua James Shaw says. "The most difficult part was finding the initial logo: What does that look like, and how do we make that cool? Then basing things off of it was the easy part." Shaw began by flipping the iconic Hydra logo, then slowly removing elements—careful to maintain signposts evocative of Hydra—to create the symbol carved into the castle stonework. The two distinct logos would conceptually separate the factions of Hydra: the more technology-focused, ideological wing, represented by Von Strucker and Whitehall; and the newly introduced faith-based faction. "From that point, we wanted to see the progression of the logo throughout history," Shaw says. "So we designed a prehistoric version of the Ram's Head that looked like a cave painting, then a B.C. version, which was a little more influenced by Sumerian or Babylonian culture, then a 1600s incarnation that was more like a coat of arms to see stepping stones throughout these time periods."



Potential Distant Star Pathfinder logo designs by Creative Director Joshua James Shaw and Graphic Designer Monica Fedrick.



A progression of the "Ram's Head" logo by Joshua James Shaw showing pre-historic cave painting iterations through modern imagery.





Director Kevin Tancharoen, writer and Story Editor DJ Doyle, and 2nd Unit Director of Photography Allan Westbrook.

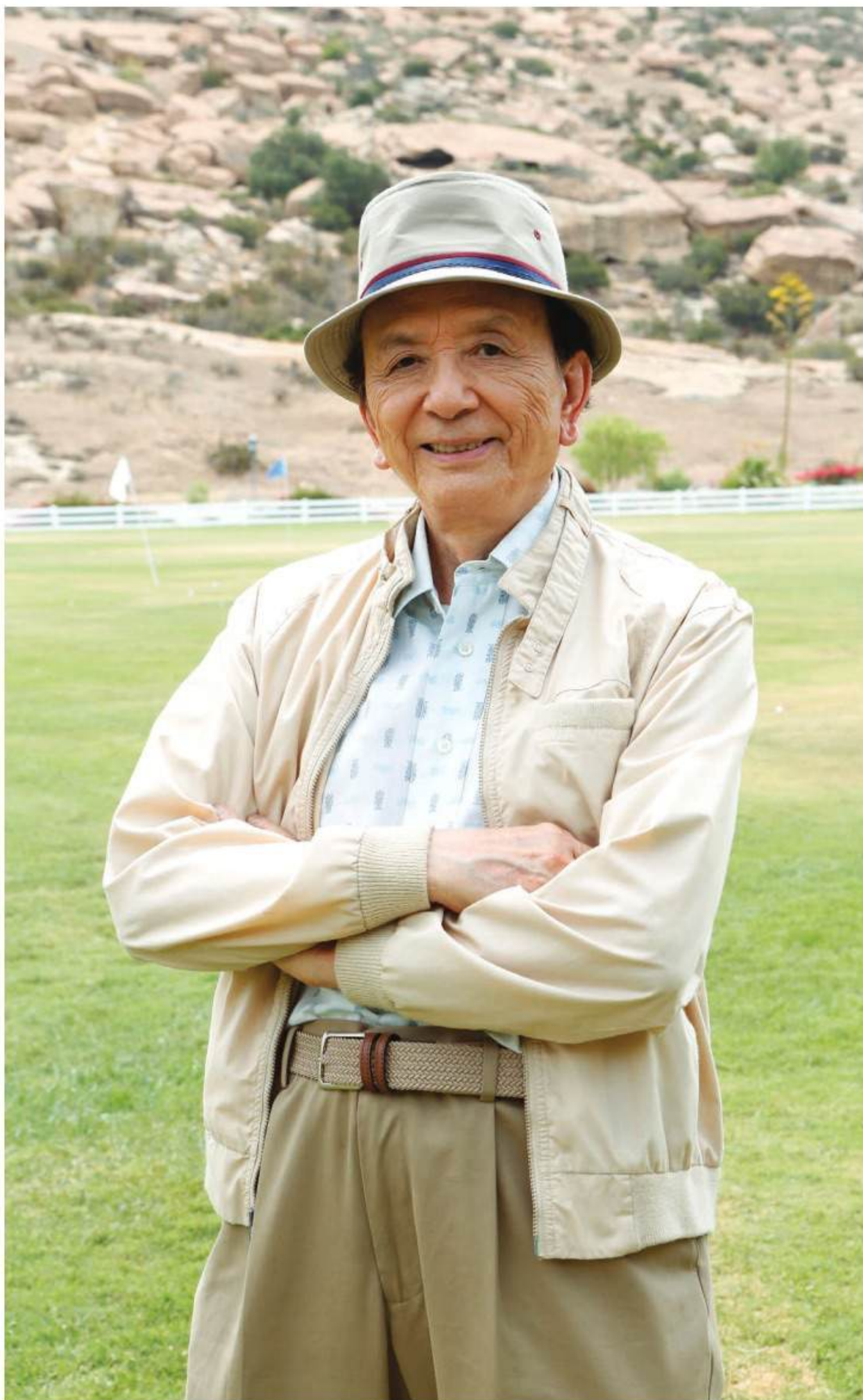
SPENCER TREAT CLARK**"WERNER VON STRUCKER/ALEXANDER BRAUN"**

Though Spencer Treat Clark was part of the Whedonverse family, having had a role in Joss Whedon's *Much Ado About Nothing*, his casting as the eldest of Baron Von Strucker's offspring was a happy accident.

"[Casting Director] Sarah [Halley Finn] has been working with Spencer since he was a kid," Casting Associate Hannah Cooper says. "And when I brought him in to read for our show, I didn't make the connection that he was already a part of the Whedon world. So it was just fortuitous that we happened to bring him in, he did a great job, and that Jed and Maurissa knew him from previous work. And despite playing this malicious kid on screen, he's the nicest guy on Earth."

In the comics, Werner first appeared in *Nick Fury, Agent of S.H.I.E.L.D. #1* (1989), and for a brief period took up the mantle of Hydra commander from his father, Baron Wolfgang von Strucker. His time at the top of the organization was short-lived, however: Upon his return from the grave, Baron von Strucker killed his son to reclaim his position of power.





JAMES HONG

"CHARLIE MAY"

For those keeping score, Melinda May's parentage includes, in real life, both a Bond girl and a legendary performer with a resume that reads like the greatest hits of popular culture. Veteran actor James Hong stepped in to play May's father, Charlie, bringing with him the experience of *The A-Team*, *Blade Runner*, *Big Trouble in Little China*, *Wayne's World*, *Dynasty*, *Airwolf*, *Magnum P.I.*, *Miami Vice*, *Seinfeld*, *The X-Files*, and countless other film and TV projects.

Hong's vast filmography even includes work with the actress playing his fictional daughter: Ming-Na Wen and James Hong both voiced characters in Disney's *Mulan*. "We've been long-time friends," Wen says. "It was just fun that this was the first time that we get to play face-to-face together and share in some really sweet moments between these two characters. But James is such a wonderful character and has paved the way in so many ways for Asian-American actors. And I was just really happy that they cast him."

"Really, who else could May's father be besides James Hong?" Halley Finn jokes. "He just seemed perfect, and we were thrilled that he was interested."

"May's need to protect her father is a way of her making her own rules," Wen says. "But she also realizes that she has to get back in the game to really protect her father. There's no way to stay in hiding—Hydra will find you."



S.H.I.E.L.D. COSTUMES

A STRONGER FITZ AND THE RETURN OF SIMMONS

This season, Fitz and Simmons have grown as agents and as individuals; in one another's absence, each character's outward appearances evolved, as well. "The person who was most emotionally impacted by Simmons' disappearance was Fitz," Costume Designer Ann Foley says. "His character has probably transitioned the most out of everyone—he's grown up the most. We wanted to show that emotional change in him through his clothing. He's even got a little bit of stubble. And so that was one of the reasons that we went for dress shirts and slacks and boots. He's not as whimsical as he was in Season One. And then in Season Two, because of his injuries, he wasn't able to utilize his hands as well; we took him out of ties, but kept him in cardigans. This season, he's more masculine. He's really come into his own."



Simmons—who started Season One in quirky florals and blazers, but moved toward darker patterns in Season Two—would undergo not one, but two transformations this season, keeping pace with her emotional journey to recovery.

"When she got back from Maveth, she wears things that are very comfortable—she's in hoodies, T-shirts, and jeans," Foley says. "And then once she started coming back to the Simmons that we thought we knew, she's still a changed character. The events of the planet have forever changed her. So we put her back into blouses, but stripped away all the color and the prints. Everything is way more simplified for her."



S.H.I.E.L.D. DEBRIEFING

A WANTED (INHU)MAN

DIRECTOR: GARRY A. BROWN

WRITER: MONICA OWUSU-BREEN

PRODUCTION DATES: AUGUST 14, 2015 — AUGUST 26, 2015

ORIGINAL U.S. AIRDATE: OCTOBER 13, 2015



A WANTED (INHU)MAN

MISSION DESCRIPTION:

Lincoln is a wanted man. On the run from the ATCU, with Banks leading the charge, Lincoln flees through the woods until he finds a small electrical substation. Using the stored electricity, he amplifies his ability and creates a shower of sparks to form a barrier between him and his pursuers.



HQ

Simmons is trying to adjust to life back on Earth, but normal stimuli—lights, sounds, touch—still feel foreign to her. Opening up to her teammates, she tells them that something, or someone, was hunting her on Maveth. Daisy enters in a hurry with a message for Coulson and Mack: Lincoln is in trouble. Coulson and Mack tip their hand—they've been secretly tracking Lincoln. Angry with the pair, but desperate to find Lincoln, Daisy calls him and offers to pick him up. Realizing that Mack placed a tracker on him during their encounter at the hospital, Lincoln refuses and instead uses his power to short-circuit the device.

ALLSTON, MASSACHUSETTS

Hunter and May enter a British-style pub, where they encounter an imposing man named Trevor "Spud" Murphy. The Hydra associate knows Hunter from previous encounters—but as "Richy"—and apparently has no knowledge of Hunter's S.H.I.E.L.D. ties. Spud says if they want to join Hydra, they're going to have to fight their way in.

"If you're the last man standing, you'll get a meeting." — SPUD

Meanwhile, the ATCU has gone public and labeled Lincoln a terrorist responsible for three deaths. As he attempts to flee by bus, a news broadcast appears on the onboard televisions, and an Army private recognizes him. He's forced to fight his way off, leaving him with no transportation and dwindling escape routes.

Coulson scrambles his team, ordering Daisy to monitor law enforcement from the base while Mack finds a way to get in touch with Rosalind Price. Taken aback, Daisy confronts Coulson about leaving her out of decisions—including the one to track Lincoln. Coulson reassures her that this wasn't the plan.

"I wanted to assemble a team, to get ahead of the problem. But that didn't happen." — COULSON

Meanwhile, Fitz escorts Simmons back to her familiar haunt—the lab—for the first time since her return. But it's far from a joyful reunion: Still adjusting to Earth's gravity, Simmons is weak, and the cacophony of light and sound proves too much. They run

into Morse just as her phone rings: It's Hunter, checking in from the field. Hunter is hungover and downplays the mission as boring, trying to reassure her—he doesn't want her to know the true danger he's facing. When May calls out Hunter's lie, he counters with questions about May's absence from S.H.I.E.L.D.—but she's focused on the mission at hand.



"This fight, it's our way to Ward. If you're going to do this, you need to win." — MAY

INDIANAPOLIS, INDIANA

Lincoln meets with his former AA sponsor, John Donnelly. Trying not to pressure Lincoln for details about his situation, Donnelly only expresses concern that Lincoln has started drinking. He offers to take him back to his home in Chicago, unaware their exchange is being monitored through an ATM security camera.

Banks breaks the news to Price that Lincoln has disappeared, but the head of the ATCU is optimistic: With the public looking for him, he won't be able to hide for long. Their conversation is interrupted by a video call from Coulson—Mack's efforts to track her down were successful. Coulson suggests they meet just as Banks receives an anonymous tip regarding Lincoln's location. Price believes she's one step ahead.

Back at HQ, Daisy brings a bouquet of daisies to Simmons, an apology for not visiting sooner and a gentle reminder to call her by her new chosen name. Confiding in her old teammate, Daisy admits her fears for other Inhumans: As the Terrigen spreads, so does public paranoia against the newly gifted.

That paranoia has spread to Donnelly, who has turned in Lincoln to an anonymous tip line. As Lincoln tries to assuage his fears, Donnelly panics and grabs a baseball bat to defend himself. Lincoln uses his ability to jolt the bat out of Donnelly's hands, but accidentally causes him to have a heart attack due to his pacemaker. As Lincoln attempts to revive Donnelly using his powers like a defibrillator, the ATCU surrounds the building.

Finally out of options, Lincoln flees and calls Daisy just as Banks and his soldiers burst into Donnelly's apartment. Coulson divides the team to rendezvous with Lincoln while he meets one-on-one with Price at the beach. Her arrival is meant to impress: She pulls up in a glossy-black, fully restored Ford Thunderbird.

Price reveals that the ATCU exists because of S.H.I.E.L.D.'s demise—someone had to pick up the slack. Just as she and Coulson begin to find common ground, "Eyes up here." — PRICE Price reveals that she knows Coulson's team includes a Terrigenesis-transformed individual with no birth records. Caught off-guard and determined to protect Daisy, Coulson convinces her to keep the information secret—but there's a cost.

Meanwhile, Hunter and May arrive at a bar where the best fighters prove their right to join Hydra's ranks. It's a no-rules battle to the death—and Hunter is up next. Over May's objections, he'll face Spud. As Hunter enters the ring, May is forced to defend herself against Hydra thugs. She handles her two-against-one fight easily, but Hunter's brawl leaves him bloodied and beaten. Still, he's won the round: Spud is dead. As a reward, Hunter earns a meeting with Kebo.

Daisy and Mack arrive at Lincoln's location and find him distraught, half-convinced that the ATCU is right: He is a monster. When Lincoln tells Daisy she's wasting her time caring about him, she says she can't help it; overcome, they kiss. Mack—having heard everything from another room—interrupts with new orders from Coulson: They're turning Lincoln over to the ATCU. This was the price for keeping Daisy's existence a secret. Lincoln explodes, fighting his way out of the

apartment building. His target lost, Banks instead sets his sights on Daisy.

Back at the beach, Coulson offers Price something better than Daisy and Lincoln combined: himself. S.H.I.E.L.D. will work with the ATCU.

"I'm done fighting with people over who gets to fight the real fight. It's a colossal waste of time and resources." — COULSON

in fact months old: It's the date she agreed to just before the monolith took her. But as the two sit down to their candlelight dinner, something about a glass of wine triggers an intense reaction in Simmons, and she breaks down in tears. Fitz crosses to the other side of the table and holds her, dinner forgotten.

TAG

As Morse finishes another late-night workout, she catches Simmons in the lab studying the monolith and trying to reopen the portal to Maveth. When Morse tells her to get some rest, Simmons makes a desperate confession. "I have to go back." — SIMMONS

FIELD-OP NOTES

- Upon returning to Earth, Simmons experienced oxidative stress, vitamin D deficiency, upper-respiratory irritation, cardiovascular anomalies, and inner-ear issues.
- Hunter reveals to May that the team had an "office bet" as to what happened between her and Garner. He believed she walked away from the relationship. May informs him he lost the bet.
- Coulson pirated a White House satellite and posed as the president to force Price to accept his call.

RUNNING BEHAVIORAL OBSERVATIONS:

- (Several Pints of) Cold Bendeery English Ales — 1
- "Don't Die Out There." — 1
- "That's not her name!" — 1





CONNECTIONS NEW AND MISSED

The high-stakes hunt for Lincoln sowed the seeds of conflict within S.H.I.E.L.D.—and romance in the ranks. Knowing the rest of the world treats Inhumans like disease victims, Daisy is surprised and hurt to see her own colleagues tagging Lincoln like an animal in the wild. But her outrage runs even deeper. Coulson's secrets represent a breach of trust that undermines her new leadership role—and is a serious impediment to her growing feelings for Lincoln.

"From the beginning there was an obvious chemistry between them, but it wasn't easy to get to a position of trust in their relationship," Chloe Bennet says. "Especially for Daisy—her priorities are much more focused on the mission. But their relationship develops in a very organic way where they both balance each other out nicely. He can be calm in certain ways where she can have a temper and vice versa. He taught her about being Inhuman, and she taught him how to control himself."



Price's Thunderbird

Coulson has personal problems of his own. The director of the ATCU has finally met the director of S.H.I.E.L.D.—and she's out to impress. The two have much in common, including their taste in cars: Price's 1957 Ford Thunderbird convertible would be at home at the same car show as Coulson's beloved Lola, a 1962 Chevrolet Corvette.

"Going back to themes of humanity, the thing which makes us human in many cases is the idea of falling in love," Head of Marvel Television and Executive Producer Jeph Loeb says. "What Rosalind brought to us was a touchstone for Coulson to be able to get to a place where he wasn't so much questioning his inhumanity, but more of his humanity. And then it gets ripped away. And when it's

ripped away, we see him do something that he would never do otherwise."

Also struggling with the complications of budding romance are Fitz and Simmons. They finally get their promised dinner date, but it's not the epic candlelight affair Fitz had envisioned.

"I think that it was so perfect, and at that point she hadn't told Fitz what had happened on Maveth, so Simmons was carrying a lot of guilt," Elizabeth Henstridge says. "And she had no idea what he had been through to get her back. So I think what should have been a wonderful moment was made more tragic by the fact that neither of them could sit and enjoy it. I think there was a part of Simmons that realizes that she's back on Earth, she's with this guy that she loves, let's just make it work. And then the realization when she sees the wine is that she can't help herself, she's in love with this other guy. And hasn't told Fitz, and maybe hasn't even admitted it to herself. And it was nice that in that moment, Fitz didn't ask her what's wrong, he just held her. It's such a great moment."

"But if I had known the truth in that moment, Fitz probably would have made her pick up the check," Iain De Caestecker jokes. "That one night was probably all of his salary at S.H.I.E.L.D."

Meanwhile, a newly vulnerable May lets down her guard with Hunter to reveal Andrew's rejection. "I don't know how somebody in this line of work can function on a day-to-day basis, where you have to keep such important secrets, and yet you have such affections and devotions to the people that you either have to protect or put down," Ming-Na Wen says. "It's fascinating to me to play a character like that, because I don't know if I could be that noble, really. And I'm certainly not good at keeping secrets, though Marvel should still be proud of me."





S.H.I.E.L.D. COSTUMES UNDERCOVER CLOSETS

For Hunter and May's clandestine mission, the Costume department had an opportunity to experiment with new looks for familiar characters. The pair would have to pass in a variety of roles this season—from pub-crawlers, to IT gurus, to hired help for catering.

"I think I've said this on Twitter before, but undercover is my everything," Costume Designer Ann Foley says. "To me it's always the highlight of the season—putting May in that Blondie T-shirt, and the scene where she kicks those guys' asses is awesome. It's one of the best fight sequences this season."

"That Blondie shirt was super cute," Ming-Na Wen says. "When we had to do the punk look, Ann and I were so excited. With Ann, bless her, it's all in the details. Every nuance excites her to no end. She added these little leather wristlets, and that just added the perfect touch. And the black pants—I loved those black pants. It's the most fun that we've had dressing May since the silver dress. May doesn't really get to wear a variety of clothes."

Fans adored the Blondie T-shirt, too: The online retailer that made the tee sold out of it during the episode's first airing, according to Foley.

"I love getting her out of character and getting to do those things with her," Foley says. "I loved putting her in that really great skirt suit when she and Bobbi go to the bank, and when she's in the catering-company uniform, because it's so out of character. But hey, I also loved putting Bobbi in the Russian hat and coat in 'Parting Shot.' It's so much fun getting to dress them undercover, because that's when we get to do things with their characters that the audience isn't expecting."

Hunter's new outfits also showed a different side of the character. "I actually worked very closely with Nick on Hunter's 'Richy' costume because he had a very specific idea in his mind how he wanted Hunter to look," Foley says. "So we put him in a red track jacket and jeans and sneakers. But for me, personally, when he goes undercover as the tech nerd and wears his 'Damn the Yanks' T-shirt was the highlight of the season with Hunter. That was a custom-made shirt specifically for the show that was all DJ Doyle—I cannot take credit for that at all. But it was hilarious and definitely another fan favorite."

THE FIRST RULE ABOUT HYDRA

Hunter's gritty, bare-knuckle boxing match to gain entrance into Hydra is an all-out, no-rules brawl—unusual for the show, which typically features high-energy mixed martial arts.

"I really enjoyed doing that sequence," Nick Blood says. "It was a darker side of Hunter and showed where he was willing to go. When you get to play around with a slightly different character, it's a lot of fun. It's not like Hunter's having to transform into an entirely different person for it, but he has to play a bit of a part. I get to play Hunter every day, but it's also nice getting to play this other version of him."

On top of learning a new fighting style, Blood had to speak in a Cockney accent worthy of a Guy Ritchie film for Hunter's conversation with Spud—no problem for the London-born actor.

"They asked me for help with the terminology and phrases and so on," Blood says. "But I feel like they missed an opportunity there. They should have translated the slang into plain English into the subtitles rather than what they were actually saying."



S.H.I.E.L.D. DEBRIEFING

DEVILS YOU KNOW

DIRECTOR: RON UNDERWOOD

WRITER: PAUL ZBYSZEWSKI

PRODUCTION DATES: AUGUST 26, 2015 — SEPTEMBER 8, 2015

ORIGINAL U.S. AIRDATE: OCTOBER 20, 2015



DEVILS YOU KNOW

MISSION DESCRIPTION:

NORTH HOLLYWOOD, CA

Inhumans Lori and Shane are cooking dinner when there's a knock at their apartment door: It's Alisha, the Inhuman capable of replicating herself who fought S.H.I.E.L.D. under Jiaying's orders. She's come for help, knowing that Lincoln is on the run. As the old friends catch up, Shane and Lori mention a strange email inviting all the Inhumans from Afterlife to meet. Before they can discuss who may have sent it, Lash breaks in. Alisha fights hard, but she's no match for Lash. Aboard a Quinjet, Alisha prime reacts to her multiple's death, and Coulson rushes to her aid, frantically ordering Daisy and Mack to move in.



Daisy and Mack converge on the apartment to find all three Inhumans dead. Another Secret Warriors recruitment mission has failed. Ignoring Mack's objections, Daisy takes off on her own in pursuit of Lash.

While Mack and Daisy chase Lash, Coulson, Morse, and Fitz inspect the crime scene. Morse is anxious to join the hunt, but Coulson refuses—she still hasn't passed her physical evaluation. As Daisy and Mack draw closer, Mack suggests that Lash is hunting by instinct, not design. Just when they think they've found him, they come face-to-face with the ATCU. It's a

"He's here to kill us, and you can't stop him." — ALISHA

"S.H.I.E.L.D.'s not the enemy. And you definitely don't want to piss off Agent Johnson here." — PRICE

gunpoint standoff until Price and Coulson arrive, and order everyone to stand down.

Inspecting the crime scene together, the teams recognize the gaping chest wounds shared by previous victims. Coulson asks where the ATCU stores the bodies, but Price tells him the location is classified.

HYDRA HQ

Ward and Kebo inspect a cache of weaponry acquired by a new recruit—Hunter. Reminding Kebo their job requires a level of patience S.H.I.E.L.D. lacks, Ward places two large gasoline containers on his desk.

Hunter checks in with May: Something big is happening, but he doesn't have the details. Hunter is climbing fast and still hell-bent on getting Ward; May worries he's being lured into a trap.



S.H.I.E.L.D. HQ

Dr. Garner observes Alisha in a containment module, still reeling from the death of her multiple. In Coulson's office, Morse reports her analysis of a sample recovered from the apartment: The killer is Inhuman. Daisy has found a location-tracing

computer virus attached to the strange email—but it's unclear who sent it, or how many others received it. Coulson suggests they share this information with the ATCU as a show of good faith. Daisy proposes they instead broker an exchange for the location of the Inhuman bodies.

Meanwhile, Garner evaluates Simmons' well-being. She's having a difficult time adjusting, and she reluctantly admits she gave up hope at a certain point in her isolation. Garner tries to reassure her that she's safe now, but Simmons bluntly tells him he's wrong.

Later, Garner tells Coulson that Simmons is unfit for fieldwork, then turns the conversation to Alisha. He's upset Coulson didn't inform him of a new Inhuman on the team. As the argument grows heated, May interrupts, and Coulson takes her to his office for debriefing. She's concerned Hunter's feelings have clouded his judgment. When the discussion turns personal, May reveals that Garner didn't leave her because of S.H.I.E.L.D.

"It's about me. Always has been."
— MAY



In the lab, Morse and Fitz attempt to examine Lash's hair, but it deteriorates before their eyes. Fitz, however, is distracted by the data on the monolith he finds on Simmons' workstation. Before Fitz can examine her findings in detail, Simmons enters—and she's not happy her personal space has been invaded.

As May attempts to leave the base, Garner corners her. He claims his decision to leave had nothing to do with her, but May doesn't believe him.

"I did the same to you, now we're even."
— MAY

Daisy has traced the email back to Dwight Frye, an IT worker for the Social Security Administration who may have undergone

Terrigenesis. Considering Frye's government connections, Daisy thinks the ATCU might be pulling his strings.

BALTIMORE, MARYLAND

Coulson, Daisy, and Mack arrive at Frye's apartment to find the ATCU already in place. Daisy leads the charge inside, where they discover Frye confined in a closet and groaning in pain. He begs them to leave him alone. The team suspects he's transforming into Lash until they realize he's having an allergic reaction to Daisy—his skin breaks out in hives whenever he's near Inhumans. Frye admits he's been helping Lash track down Inhumans.

"He's no angel—he's just a guy trying to do the right thing."
— FRYE

The ATCU takes Frye into custody. Coulson asks Price to allow Daisy and Mack to accompany them back to the secret storage facility. She consults with Banks and agrees.

"I think the conspiracy nut in you had a few too many lattes this morning."
— COULSON



In a darkened alleyway, Kebo meets Hunter. He's going to take him to "the director," but insists Hunter ride in the trunk of the car. Back at HQ, Morse has a feeling that Hunter is in serious trouble.

During transport, the heavily sedated Frye suddenly becomes agitated. They're ambushed by Lash, and the truck flips during the ensuing fight. With Daisy and Mack down, Lash emerges with Frye and kills him in the middle of the street by firing an energy burst into his chest. As Daisy comes to, she sees Lash transform in the shadows into a smaller man, but she's unable to ascertain his true identity.

Mack awakens in a hospital bed in the emergency room, Daisy at his side. He

"Watching him die like this isn't the same as, let's say, holding the woman you love in your arms while she breathes her last breath. But hey, it's the best I could do on such short notice." — WARD

With help too far out and May compromised, Hunter makes a call: He attacks Ward, putting a bullet in his shoulder. But Ward escapes—and Garner's fate is sealed. The convenience store bursts into flames with Garner trapped inside as Werner flees.

TAG

Fitz confronts Simmons, aware she's keeping something from him—and trying to reconstruct the monolith. Simmons relents. It's time for her to tell him the truth—about everything.

"Because I have to get back there, and I need your help to do it." — SIMMONS

FIELD-OP NOTES:

- Garner has a fascination with survivor stories: Chilean miners trapped underground, Ernest Shackleton stranded in the Arctic.
- Coulson is unable to wear a tie: He needs practice tying with his cybernetic hand.
- As a result of her gunshot wound, Morse required two knee operations and three lung surgeries.
- Among the Hydra-base codenames Ward has considered for their operations are "Nemesis" and "Omega Point."
- Dwight Frye's name was a subtle nod to his role. In real life, Dwight Frye was the name of the actor in *Dracula* (1933) who played Renfield, the psychotic servant of the vampire.

RUNNING BEHAVIORAL OBSERVATIONS:

- Coulson's Laser Finger — 1
- "'B' is for 'Blue' is for 'Biological'" — 1



PERSONAL MISSIONS

As Lash's secrets are slowly revealed, we also learn more about the tension between May and her former husband. While the two may seem unrelated, this episode plants the seeds for a cause-and-effect relationship.

"We very specifically started at the beginning of the season with our characters in different places, and left the mystery of why each person ended up where they were and why," writer and Co-Executive Producer Paul Zbyszewski says. "What happened to May was one of the biggest questions at the start of Season Three. And I can't believe we waited four episodes for her to come face-to-face with Coulson for the first time and deliver the news that Andrew left her. But it was very deliberately paced into the puzzle to help time with the reveal later that Andrew was Lash.

"There was a lot of back and forth on when we would make that revelation and how we would reveal it. We originally talked about revealing that Andrew was Lash at the end of this episode, showing the audience at the convenience store in this episode that Andrew transformed. But we worried that it was too fast. That we wouldn't be giving the Andrew story enough room to breathe. So we dropped clues into this episode and wanted to see how quickly the audience picked up on them. And the answer was immediately. Our audience is incredibly smart, and we may have tipped our hand a little too much and revealed too many hints. But on the flip side of that, it's a good thing, because then the audience is with you, and now they look forward to that reveal and how it's going to land on our characters."

While the rest of the team joins the hunt for Lash, Morse remains sidelined. But is her reluctance to join the fight truly due to her physical rehabilitation?



"There's a lot going on with Bobbi at the beginning of the season," Zbyszewski says. "She's not happy, and it is driving her nuts. It's her conscious vs. her subconscious. Outwardly, she's playing that she wants to get back in the field, telling Coulson, 'Put me in, Coach!' She hates that she's been sidelined and feels cooped up in the lab. But subconsciously, she's a little nervous. She doesn't know



if she's ready. It's the first time she's been so severely wounded that it's taken her out of the field like this, and there's a lot of psychological damage under there."

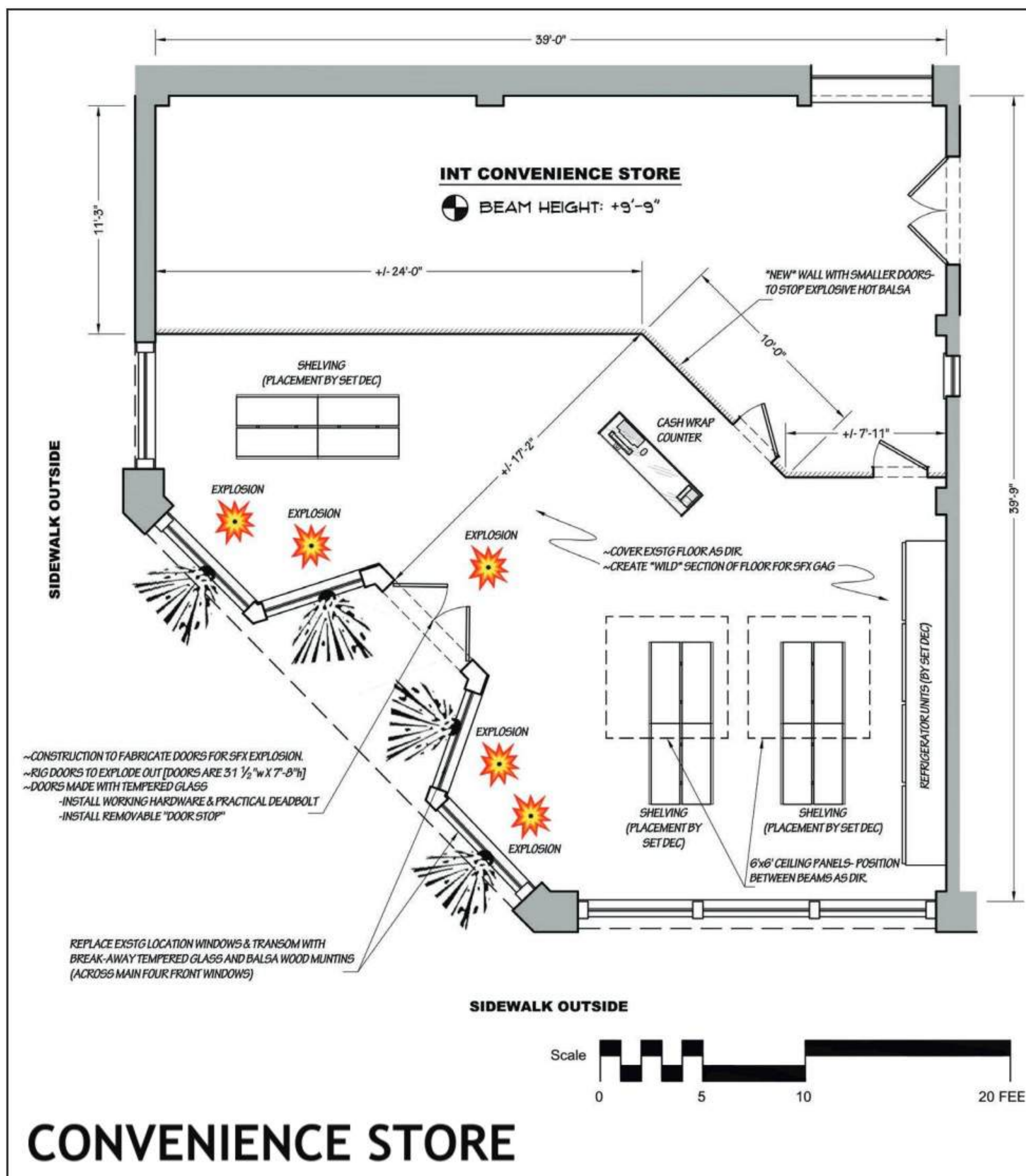
As Morse works up the courage to return to the field, Hunter makes a decision that, ultimately, will take him out of the game. "I think it's a perfectly valid choice for Hunter to have made," Nick Blood says. "However, he didn't make it for the right reasons. He wasn't in that moment thinking that this person was going to potentially kill more people—he looked at it like this man harmed his girlfriend, and he wanted to kill him. I think that's where he feels like he let himself down, because he can make that argument to May, but it's not really the truth. And she knows it's not the truth. But he may have justified it in the moment by thinking that May is the type of person who is slightly unemotional and detached, and she probably wouldn't care, but of course she does. It's never nice feeling ostracized or feeling like you're the bad guy. And he has to deal with the rest of his team every day, so I think that moment creates a resentment toward the system within him."

"These were the first signs that Hunter and S.H.I.E.L.D. were not going to be meant to be," Zbyszewski says. "We began Hunter's exit from the show with this story thread. He's so personally driven by what happened to Bobbi that he didn't really care about anything else. He was completely driven by revenge in this moment. He tries to justify it—Ward was a terrible person amassing trucks full of weapons that he intends to go out and do very bad things with. That's his rational and logical justification to May for doing what he did. But subconsciously, he knows what he's done and why he's done it—out of revenge. And at the end of the day, he apologizes to May later in the season. Because it's taken him to that place where he's admitted to himself that he's done something out of revenge; he pulled that gun and put Andrew in danger because of his own selfish desires. And I think, though it's never spoken out loud, this is one of the reasons that Hunter is fine with leaving S.H.I.E.L.D."





Director Ron Underwood with Blair Underwood and First Assistant Director Xochi Blymyer.



For the climactic scene in the convenience store, the production team rigged a building on the backlot of Warner Bros. Studios for multiple explosions.



BLAIR UNDERWOOD
"ANDREW GARNER"

Star-crossed lovers Melinda May and Andrew Garner never seem to be on the same page, despite their best efforts. The Hawaiian vacation promised at the end of Season Two couldn't overcome their differences—but even returning guest star Blair Underwood didn't know the full extent of that divide. Garner appears to have met his fate at the end of this episode, but the character would soon be revealed as a lethal Inhuman whose roots originate in the comics.



S.H.I.E.L.D. DEBRIEFING

4,722 HOURS

DIRECTOR: JESSE BOCHCO

WRITER: CRAIG TITLEY

PRODUCTION DATES: SEPTEMBER 8, 2015 — SEPTEMBER 25, 2015

ORIGINAL U.S. AIRDATE: OCTOBER 27, 2015



4,722 HOURS

MISSION DESCRIPTION:

6 MONTHS AGO

Simmons is taking readings on the monolith when Fitz enters and asks her to dinner. As Fitz—giddy over her affirmative reply—leaves, the monolith liquefies and pulls Simmons into another world.

She emerges in a strange, sand-swept landscape. In a panic, she climbs to the highest point to survey her surroundings, and sees two moons on the horizon. She's on another planet.

6 HOURS SINCE TRANSPORT

Following the S.H.I.E.L.D. protocol for agents left behind, Simmons remains in position, awaiting extraction, and begins making voice notations on her phone to document her experience.

13 HOURS SINCE TRANSPORT

Boredom and fatigue are setting in. Simmons takes Fitz's advice—"if you can't solve a problem, sleep on it"—and rests.

22 HOURS SINCE TRANSPORT

Simmons wakes up nine hours later and realizes the sun should have risen by now. By 71 hours since transport, frustration has set in. For the first time since traveling through the portal, she breaks down, screaming for the sun to come out.

79 HOURS SINCE TRANSPORT

Deprived of sustenance, Simmons now recalls that the average human can only live for 100 hours without water, and begins searching.

At the crucial 101-hour mark, still unable to find water, Simmons is engulfed by a sudden sandstorm. Just as she's about to give up, she discovers an oasis. She jumps in, but her relief doesn't last: A tentacle attacks her. She fights back,

slicing into the creature, and escapes. She eats the severed tentacle, despite the nauseating taste.

492 HOURS SINCE TRANSPORT

Simmons is in survival mode. She's built a camp, complete with a fire pit, and hunts the tendrils in the pool for food. It's not enough, though: She's still starving.

752 HOURS SINCE TRANSPORT

Simmons ventures away from her camp and falls into a chasm. Just before she passes out, a stranger appears.

761 HOURS SINCE TRANSPORT

Simmons wakes up to find herself caged. The man from the chasm—a stern figure in a blue flight suit—has imprisoned her. She tries to talk to him when he brings her food, but he remains close-mouthed—afraid she's a hallucination.

851 HOURS SINCE TRANSPORT

In an attempt to escape, Simmons feigns being poisoned by the stranger's food. She makes it outside the underground cavern, but is cut in the process. The stranger catches up to her, and warns her that something out there can smell blood. The two hear a vicious growl on the horizon, but they're saved by a sandstorm that provides cover for their retreat back to the cavern. Simmons asks the man what he believes is out there.

He finally introduces himself as Will Daniels, an astronaut for NASA's Project Distant Star Pathfinder. Daniels has been stranded on Maveth since 2001—he's spent 15 years alone.

855 HOURS SINCE TRANSPORT

As Daniels marvels over the technology behind Simmons' phone, she inspects a hand-drawn map. During their intended one-year trip, Daniels and his team were tasked with collecting samples, mapping the terrain, and studying the stars. But something went horribly wrong: Everyone but Daniels committed suicide. Daniels blames the planet itself: He's only stayed alive by avoiding "it," which he refuses to identify.



"You have no idea what the hell is going on here."

— DANIELS



Their conversation grows tense when Simmons questions Daniels' sanity. Still, they only have each other: She suggests they work together to get home.

"I'll be the voice of hope; you'll be the voice of doom. We'll keep each other in check. Deal?" — SIMMONS

1,490 HOURS SINCE TRANSPORT

Simmons and Daniels begin to bond over the things they miss most about home. Daniels longs for steak and beer. Simmons would kill for a glass of wine. She shows him a video from her birthday back at the base: the team surprising her with a cake. She misses her surrogate family. Recognizing the affection on her face when she sees Fitz, Daniels feels jealous—he's falling for her.



3,010 HOURS SINCE TRANSPORT

Simmons has created a makeshift lab—but it's been two months, and she's no closer to an answer. She wants to go to the "No Fly Zone"—the area Daniels and his team explored just before their mission went awry—but he refuses. Frustrated, Simmons leaves to look for food. She notices a glimmer of light in the distance and investigates to find a sword handle...then a deerskin satchel, an unopened bottle of wine, a sextant, and a human skeleton. She's stumbled upon the remnants of Lord Manzini's 1839 expedition. As a sandstorm closes in, she sees a wraith-like figure pursuing her in the distance. With no time to lose, she returns to the hatch, where Daniels is waiting. They drop to safety just before "it" catches up to them. Despite the close call, Simmons is exhilarated. She's figured out how to get home: The stars will guide them.



3,032 HOURS SINCE TRANSPORT

Simmons explains her theory to Daniels: She believes she can use the stars to determine the planet's axis—and in turn the point at which the portal will open next, as its position is constant and fixed. Accomplishing the latter will require Daniels' "ancient" 2001 technology—and the remainder of the power from Simmons' cell phone, which owed its unusually long battery life to upgrades by Fitz.

3,183 HOURS SINCE TRANSPORT

After more than six weeks working to retrofit her phone to power Daniels' 15-year-old technology, Simmons gets it to work—leading to a moment of celebration. Simmons and Daniels work tirelessly to crunch the numbers from the computer until the battery depletes and the computer shuts off. Simmons was able to determine one coordinate where the portal will open in 18 days—in the "No Fly Zone." The location is impossibly situated on the far side of a canyon.

"Didn't you say you can't resist doing something when the odds are impossible?"
— SIMMONS

3,561 HOURS SINCE TRANSPORT

Simmons and Daniels build the gear they will need, including a harpoon zipline to cross the canyon. The two discuss a contingency plan: Should they fail to make it through the portal,

"If you use your battery and this doesn't work, that's the end of Fitz. And all your friends."
— DANIELS

they will send Fitz a message in a bottle. With the time drawing near, they begin their trek.

3,615 HOURS SINCE TRANSPORT

Daniels reveals that a geologist on his team believed Maveth was once lush, like a Garden of Eden, until "it" stripped the planet bare. And he's been keeping one other detail from her: He has a gun with a single bullet.

They reach their destination and see the portal open, but they're too far away to make it in time. Daniels straps their message in a bottle to the harpoon and fires. It misses, shattering against the rock wall. They've failed. Distraught, they work their way back to the cave.

All of the fear, frustration, rage, and passion finally overtake Simmons, and she stops being the voice of hope. The two kiss.

4,720 HOURS SINCE TRANSPORT

Simmons and Daniels walk to a plateau with a majestic view, where Daniels has opened the wine from the graveyard and set up a table for a romantic dinner. It's the first—and last—sunrise for another 18 years. Suddenly, a streak of light appears in the sky—Fitz's flare.

Simmons and Daniels race to the source, where they find the portal open. But "it" stands in their way. Daniels draws his gun and tells Simmons to go. She hears him fire just as Fitz appears and pulls her back to Earth.

PRESENT DAY

Simmons has finally told Fitz the entire story. He rushes to the lab to start working, no questions asked.

"We're going to get him back."
— FITZ

TAG

Daniels has expended his one bullet. "It" is nowhere to be seen. He starts walking as the sun disappears. Will Daniels and Maveth be enshrouded in darkness.

FIELD-OP NOTES:

- Maveth has two visible moons; stronger gravity than Earth; and a barren, desert-like terrain.
- Simmons leaves her necklace behind at her original position of transport to Maveth.
- Cracks in the underground cave seem to be illuminated by a substrata—a natural heat source that keeps the planet warm without sunlight.
- Simmons had scoliosis as a child, requiring minor surgery and extensive rest, during which time she would lie on her back and stare at the stars: the start of her interest in science.

ACHTUNG BABY

Right from the main title card, it was clear this would be a different kind of episode. But the narrative structure—and the introduction of a character who would disrupt a fan-beloved romance—were risks worth taking. “We always knew that we were going to show what happened to Simmons on the planet,” writer and Consulting Producer Craig Titley says. “The thing was, do we really swing for the fences and make it an entire episode? Can we get away with that? And from the start of this season, I just kept saying ‘*Achtung Baby*.’ If you think about it, after U2 made their greatest album in *Joshua Tree*, they had to go back and do another album. And how do you follow that up? So they basically leaned into all their fears, stayed away from all the safe stuff, and did whatever it was that scared them. And that album became *Achtung Baby*, which people would say is the greatest album the band ever created. So when we were in the writers’ room debating if we should do this episode that really scared us all, I kept saying ‘*Achtung Baby!*’ We’re terrified of doing this, so let’s just lean into it. And it seemed to work. It just came together in this beautiful way that even I never imagined.”

“I loved the script, but there was a part of me that didn’t think that we were going to make it,” Elizabeth Henstridge says. “I thought that it was so brave. It was something that the show had never done before, and I was so honored to have been a part of it, but I just had this feeling that it was too big of a risk, and I didn’t think it would get made. But I learned my lines, and I broke down the script and prepared, and all of a sudden I was on set and it was happening. From that point, there was literally not one second to think about it.”

Writer and Consulting
Producer Craig Titley



“It was such a departure from anything we had ever done on the show,” Executive Producer Maurissa Tanchoren says. “The studio, the production—everybody was aware that it was a risk we were going to take, and they allowed us to do it. And I think it turned out very well.”

Marvel’s Agents of S.H.I.E.L.D. is known for fast-paced action and interlocking narratives, but this episode had to focus on a single lead character—without losing momentum. “Pretty early on, we decided that she’d talk to Fitz through her phone, like her Wilson from *Cast Away*,” Titley says. “We knew that a lot of people would pick up that a cell-phone battery never lasts that long, so we threw in a line that Fitz, through the magic of S.H.I.E.L.D. engineering, enhanced her phone to last for a month. And c’mon, it’s S.H.I.E.L.D.—with all that technology, they should be able to make a cell-phone battery last.”

By the time Simmons meets Daniels, she’s desperate for human contact. Their initially awkward interactions required a delicate touch. “The thing we were most worried about in this episode was losing the fans who wanted Simmons to be with Fitz as soon as we introduced this third character in Will,” Titley says. “Which is why when they kiss, it doesn’t really come out of love—it comes more out of sadness and desperation. There’s this moment where she’s angry about being stuck there forever, she’s lost it all, she’s lost Fitz, and Will’s the only connection she now has. She was never dead to Fitz because he was constantly trying to get her back, but at that point Fitz was dead to her because she had tried everything and failed, and she’d completely lost hope.”

“Will was the most adult barrier to Fitz and Simmons’ relationship than we had put before them,” Executive Producer Jed Whedon says. “We’d put other barriers in between them before, but they’d all been physical—an injury, an actual universe between them—whereas this was just a complicated relationship. You don’t blame her for it.”

"She had lost all hope of returning home, and she was faced with the idea of being there forever," Tancharoen says. "And if she's going to be there forever, she might as well be with the guy who's also there with her forever. And he's a good guy. He was a heroic, good guy."

Perhaps the episode's biggest surprise is Fitz's reaction to Simmons' harrowing story.

"The whole world, if they weren't in love with him before, fell in love with Fitz at that moment," Henstridge says. "It's just so selfless."

"I think because they've devoted a lot of their life to science, they can look at things more objectively than other people," Iain De Caestecker says. "It's a difficult situation for him emotionally, but he's able to put it aside to figure out what the best thing is to do."

"Fitz is a very good person, as well," Henstridge says. "He has very strong morals."

"I think they both do," De Caestecker says. "That's kind of one of the things that they try to stick to as much as they can. But you see when Fitz has scenes away from Simmons, it's quite clear that he's jealous."

Complicating the situation are hints at Project Distant Star Pathfinder's Hydra connections—including the "Ram's Head" logo and the ancient ceremonies seen earlier, which provide a new scope to the evil organization's intentions. "This whole idea that the origins of Hydra revolve around our own modern pagan and devil mythology was a lot of fun," Titley says. And it wasn't a complete departure from canon, given the Red Skull's mythological leanings in Marvel's *Captain America: The First Avenger*. "I used to think about this when I was a kid reading comics," Titley continues. "When did Hydra decide they're going to do evil? So if we take it all the way back, we realize they don't think they're doing evil—they think they're doing good. They actually think they're bringing back the savior of the world."

"I think the reveal that Hydra actually has this component of spirituality—that the evil actually dates back to a faith—is scary and cool in terms of storytelling, and the fact that there's so much more to them is relevant to the modern day because it's not just evildoers doing evil," writer and Co-Executive Producer Drew Z. Greenberg says. "It's evildoers who have a belief in something, and they're doing it because they think there's an everlasting reward for them. And that's terrifying, and not exactly cut off from the real world in which we live."



NO SLEEP UNTIL MAVETH

Not only was "4,722 Hours" one of the most intricate stories told in *Marvel's Agents of S.H.I.E.L.D.*, it also proved to be one of the most complex to produce on camera—starting with the setting itself, which required the production to shoot in the middle of the desert during one of California's most intense heat waves.

"We first filmed at a sand quarry out in Simi Valley," Craig Titley says. "It was over a hundred degrees every day, and we thought that was hell on Earth. And then we went to film in Trona in Death Valley, and we longed for the days at the quarry."

A desert about three hours northeast of Los Angeles, Trona is known for its spectacular Pinnacles—spires of porous rock featured in films such as *Star Trek V: The Final Frontier* and *Planet of the Apes*. It was sheer misery for the cast and crew. "The medic was around making sure that all of us were drinking water and staying hydrated," Titley says. "And we had a little tent shelter that we tried to pipe cool air into, but it was still miserable."

Even the fans on set—placed to create the sandstorms that plague Maveth—provided no relief; the crew likened the artificial breeze to being "hit with a hot hair dryer," says Titley.

"Los Angeles just had to go and have a heat wave, of course," Henstridge says. "As actors, you're very well looked after. After every take, there was a medic there and I would lie on my back, and he'd wash my eyes out. We did quite a few takes where we had these massive fans, and it took us a while to get the level of sand right. At first, it was so thick that the camera couldn't see me and I couldn't see."

"It's a true testament to Elizabeth's strength," Titley says. "I couldn't believe the physical things that she was doing in the midst of all this—running up hills with sand



being blasted into her eyes—and meanwhile all the crew is behind the camera with goggles and air masks. Yet, we're all the ones heatstroking. And what's Elizabeth doing? She's the one tending to us all, she's the one bringing us water and making sure we're okay. She's the one suffering the most, but she is more concerned about everyone else. It was amazing. She deserves some kind of medal."

"It was one of those things where I had to do very little emotional preparation because you're acting like it's hot and we literally, we're all so hot, and I'm acting like I can't see but I actually can't see," Henstridge says. "As an actor, it was like a gift to just be there in the situation. Honestly, I had the easiest job. There were amazing cameramen carrying 30- to 40-pound cameras in this crazy heat, and they were covered from the blowing sand, but it just made them hotter. It was a big challenge for everyone involved."

While Trona served as the planet's exterior, the system of caves that would act as Daniels' sanctuary had to be built on a soundstage. "We were going to try and shoot it at the Bronson Caves, but we wanted the caves to have this glow to them—as if there was a veining in them that would glow," Production Designer Gregory Melton says. "And that was a tricky thing, which we couldn't really do at a practical location. So I realized we had to build it, and we had to build it quickly." The Art Department used a very simple method: While many times caves are carved out of foam—a familiar tactic for the team, who used foam for Season One's Swedish train station—Melton and his team crafted these caves out of large, heavy-duty sheets of aluminum foil.

"It comes on a big, four-foot roll, and you can take it and mold it, crinkling it into your cave pattern," Melton says. "And then when we painted it, we put sand





and rock into the mixture. What that allowed us to do was build the cave out of a wood framing and this foil, then come back and draw out where the veins would be placed. And Construction took a razor blade to cut the veins out of the aluminum and finesse them with plaster and mold them to a point where it appeared as if there was a glow coming through those cracks. It looked really cool—we got this otherworldly element that everyone wanted. It wasn't just another dark cave set."

Assembling Daniels' vintage gear proved an easier task. "Trying to find all of the old NASA equipment was a lot of fun," Melton says. "We pulled materials from surplus suppliers, and there's also a lot of really cool aerospace-salvage places out in the San Fernando Valley around Lockheed because there used to be such a huge aerospace industry in Southern California up until the 1990s, so there's all this great old and weird equipment. And then we would add the logos or paint things to make them look a little more uniform. We actually found a lunar rover at a prop house—originally in the script Will had a lunar rover with him—but then it didn't really make sense that he was able to get that rover into the cave, and we nixed it. But I couldn't believe that we found a lunar rover to rent in Los Angeles!"

On top of the physical production issues, "4,722 Hours" was one of the show's most intensive post-production and visual-effects episodes to date. Logistically, night shooting in the middle of the desert wasn't possible, so a stylized technique was used to simulate Maveth's eternal nightfall. "A lot of times what happens in day-for-night photography, especially if you go back and look at the old Hammer horror films, is that there's high contrast and really deep shadows with no detail," Visual Effects Supervisor Mark Kolpack says. "So when you put this overlay on top of the frame and bring the contrast down, you retain detail in shadows on screen,

and it makes it look more real rather than crushing the blacks so it's all dark."

To help achieve the desired effect, filming took place at the bright height of day. Once editing began, Kolpack and his team set to work supplementing the imagery with subtle visual effects timed to the daylight—including a beautiful digital matte painting for Maveth's dual moons.

"We used in-camera atmosphere as a natural point so that we didn't have to do a full sky replacement. You'd only see stars if you were looking straight up into the sky," Kolpack says. "So some things play just as they were in camera, but we had to track the trajectory of where the dual moons were going. And it was easier to nickname both the moons in order to communicate." The moons were named after the classic Hollywood comedic duo Laurel and Hardy, known for their difference in size. "So throughout post-production, we'd always say things like, 'Well, when Laurel is passing in front of Hardy,' rather than saying, 'The little one passes in front of the big one.'"

Further visual effects included time-lapse sequences and particle animation for the sandstorms, and compositing the shots from the rock quarry with those from Trona. Then the Post-Production team and the artists at ArsenalFX in Santa Monica stepped in for what's called a digital intermediate, a process that grades the color to appear as if it were nighttime.

But Kolpack had one last surprise in store: "Then when the sun came up for that one brief moment in time, we had to digitally recreate a sunrise," he says. "It was entirely a composite with 3-D animated shadows to make the sun appear to rise high in the sky, then have all those shadows recess as the sun set. That was all visual effects. It's always the best compliment when people don't even realize that an effect wasn't done in camera like that."





COSTUMES OF S.H.I.E.L.D.

ASTRONAUTS AND CARDIGAN BAGS

"Poor Simmons had to survive in her time on Maveth in what she was wearing back at base at the end of Season Two," Costume Designer Ann Foley says. "So she had to use her wits to survive the planet and make the best use of everything that she had on. She turned her cardigan into a bag; she even took her shoelaces and used those to close things. Everything she had on her served a purpose. But she did take her earrings off and tuck those in her pocket, and you'll see those make an appearance later in the season when she's back to her normal self. And then unfortunately the necklace was left behind on Maveth, so I don't think we'll be seeing that again."

Simmons spends 4,722 hours on the planet, which meant gradually weathering her clothes. "I had a really wonderful ager/dyer, Carol Demarti, come in to help with all of the different stages," Foley says. "We had multiples of eight in terms of costumes for Elizabeth for that episode, and then we did the different stages based off of how many hours she had been on the planet, because that's how the script had been broken down. So Carol worked on this particular episode, and then Melissa Binder came in to handle the work when the other team members returned to the planet."

Five NASA flight suits were needed for the episode, four of which had to be built. "We worked with a company called Global Effects out in North Hollywood who has worked with NASA in the past, and they have these wonderful replicas of the Apollo suits in-house," Foley says. "So we rented the Apollo suit from them, and then they made the shuttle suits for Will and the other astronauts."



DILLON CASEY**"WILL DANIELS"**

Casting Simmons' doomed companion was challenging. "Will was a really hard role to cast for the reason that you want to like him, and you want to like him and Simmons together, but in the end you want to know that Fitz and Simmons will eventually be together," Casting Associate Hannah Cooper says. "We didn't really know where the character of Will was going to go, so it was tough to prep him that he was stepping into this difficult role."

They found the perfect fit in Dillon Casey (*Torchwood*, *Backpackers*, *Nikita*). The Texas native has a likeable charm tempered with a hint of danger—just the right combination for both Simmons and the audience to open up to him.





S.H.I.E.L.D. DEBRIEFING

AMONG US HIDE...

DIRECTOR: DWIGHT LITTLE

WRITER: DREW Z. GREENBERG

PRODUCTION DATES: SEPTEMBER 18, 2015 — SEPTEMBER 30, 2015

ORIGINAL U.S. AIRDATE: NOVEMBER 3, 2015



AMONG US HIDE...

MISSION DESCRIPTION:

S.H.I.E.L.D. HQ

May paces in the lab, awaiting word on Garner. She gets the news she hoped to hear: He's alive and conscious. Coulson reveals he had an agent tailing Garner who saved his life. All Garner remembers is the encounter with Von Strucker; he blacked out when the fire spread. A rage-filled May confronts Hunter, but Coulson breaks it up. Hunter is off the Ward mission—he missed his one shot. May wants the gig.

"Yeah, I'm back."
— MAY

HYDRA HQ

Ward licks his wounds while his men unload crates of weapons. He's irritated S.H.I.E.L.D. attempted to assassinate him—but more angry Kebo let them get so close. Von Strucker hasn't called in, and Ward tasks Kebo with finding him before S.H.I.E.L.D. does.



Meanwhile, Daisy is convinced Lash has inside information—he may even be a member of the ATCU. Coulson promises to raise the matter for discussion when he tours the ATCU's facility, but Daisy is concerned he's grown attached to Price.

"You do this long enough, you learn to cut yourself off from all that. Makes it easier to do the job." — COULSON

May violently interrupts Morse's workout and accuses her of encouraging Hunter to act irrationally. Morse denies it, insisting she feels terrible about Garner, but the argument turns into an all-out brawl. When Morse gets the upper hand, May reveals it's just a test—she wants Morse back in the field.

"So you can fight your own battles." — MAY

As the pair prep the *Zephyr*, Hunter insists on accompanying them, but May refuses—he's already put one person at risk. She and Morse are hunting Von Strucker after discovering his absence from the fire's aftermath. They have a lead: A previously inactive Hydra bank account has been accessed in the Cayman Islands.

VON STRUCKER'S PENTHOUSE

Von Strucker meets with Gideon Malick, a wealthy and powerful head of Hydra. Strucker is concerned Ward is dangerous, unpredictable, and most likely out for his blood. Malick calms the young man, claiming he'll handle everything.

Price picks up Coulson for his tour, but an emergency call disrupts the visit: Price is needed elsewhere. Coulson, however, refuses to reschedule. Conceding, Price tells the driver to take them to the scene—at her home.

"Your father was a great man, trust me. We would have never put up with such things." — MALICK



Back at HQ, Fitz is preparing alias documentation for May and Morse's undercover mission, but he's distracted—and Hunter notices. Fitz is running simulations on the monolith portal. Hunter points out that Daniels is Fitz's main competition.

"Your girlfriend's ex wants to visit from Phoenix, you do not buy him the plane ticket." — HUNTER

Daisy catches up with Garner, who's out for a walk, still rehabilitating.

She's unsure why Lash killed the other Inhumans but spared her. Garner suggests Lincoln could help, but he's still off the grid. Mack interrupts with a hunch that ATCU Agent Banks is Lash; he and Daisy—with a bored Hunter—take off to tail Banks.

GRAND CAYMAN

Undercover as a wealthy foreigner and her translator, May and Morse arrive at a bank, where manager Jerome Deschamps leads them to a vault. Inside, Morse sets a charge to destroy all the locks, and they access Von Strucker's safety deposit box. Working remotely, Fitz attempts to sort the contents for anything related to Ward, but is unsuccessful—and they've triggered an alarm. As guards surround them, Morse tries a nonviolent approach, claiming they were testing Deschamps for a job at a competitor. It doesn't work, and May takes charge as they fight their way out.

"Now we do it my way."

— MAY

Meanwhile, Daisy and team stake out Banks' location. Daisy has learned Banks was part of an anti-alien task force after the Battle of New York, and that he was dishonorably discharged from the Marines. When Banks appears, they follow him home. Just as Mack insists on caution before their next move, Hunter hits Banks with an I.C.E.R., knocking him out cold. So much for stealth. They set up to test his DNA for the Inhuman gene.

PRICE'S APARTMENT

Someone broke into Price's apartment, but seems to have been scared off by her impressive security system. Coulson notes the multiple Margaret Thatcher biographies, brand-new furniture, and autographed baseball bat, which peaks his interest for more than one reason—Price doesn't exactly come across as a baseball fan.

Back at HQ, Simmons and Garner commiserate over their anxiety that the more people they try to help, the weaker they feel. Simmons gets a call from Daisy, asking her to test Banks' blood. Simmons promises to call back when she has something. Hunter rummages through Banks' house when his cell phone buzzes with a text: "Subject en route to Endotex." The team leaves Banks unconscious in his car and takes off to Endotex in Gaithersburg.

"And burgers? From DJs? What reason could the head of ATCU possibly have for keeping me here with burgers?"

— COULSON

Price returns to her apartment with food, but Coulson is suspicious that the burglary was staged to gain his sympathy. Price, in turn, believes Coulson tried to distract her with the tour while his people broke into her house.

Defeated, Price tosses the food and says she will take Coulson to her facility for the long-delayed inspection.

Fitz contacts the *Zephyr* to report that Von Strucker's safety deposit box included fake passports, one of which was just scanned at the Lisbon Airport. As they disconnect with Fitz, May confronts Morse about her diversion, concerned she's gun-shy. Morse confesses she's not sure she's 100 percent, but May assures her that what happened at Ward's hands is just experience—the fear will fade.

Kebo returns to Hydra HQ without Von Strucker. He's received a call and hands the phone to Ward: It's Malick. Offering a chance at redemption, he gives Ward Von Strucker's location.

"Sometimes you sacrifice a player to save the game."

— MALICK

Late at night, Daisy, Mack, and Hunter scope out Endotex, a high-tech facility with state-of-the-art security. Daisy sends in the D.W.A.R.F. 2.0—Drone Wirelessly Automated to Retrieve Forensics, now with cloaking ability. Simmons calls with the results of Banks' DNA test—he's not Inhuman. Through the D.W.A.R.F.'s feed, they watch a truck deliver a gel-filled container holding an Inhuman in suspended animation. As the D.W.A.R.F. rises, it catches an image of Coulson standing next to Price, observing the transfer.

Coulson's not happy, even knowing the Inhumans in stasis are alive. Price justifies the method: She sees the outbreak as an affliction and wants to find a



cure. To her, this unconscious confinement is a mercy. Coulson realizes she lost someone, and she relents: Her husband died years ago, and she would give anything to have found a cure for his cancer—even placed him in stasis, like the Inhumans. Price is human, after all—and she wants Coulson to like her.

At Von Strucker's apartment, Kebo and several Hydra agents are torturing Von Strucker as May and Morse burst in. Kebo takes off with Morse in pursuit while May handles everyone else. Facing Kebo, Morse briefly panics when he holds her underwater, but she's able to fight him off and electrify the water, frying Ward's second-in-command.

May frees Von Strucker and questions him about Ward. But he's in shock. He mutters that he "didn't know he'd change into that thing." He's talking about Garner: May's former husband is Lash. His survival at the convenience store was a result of his transformation.

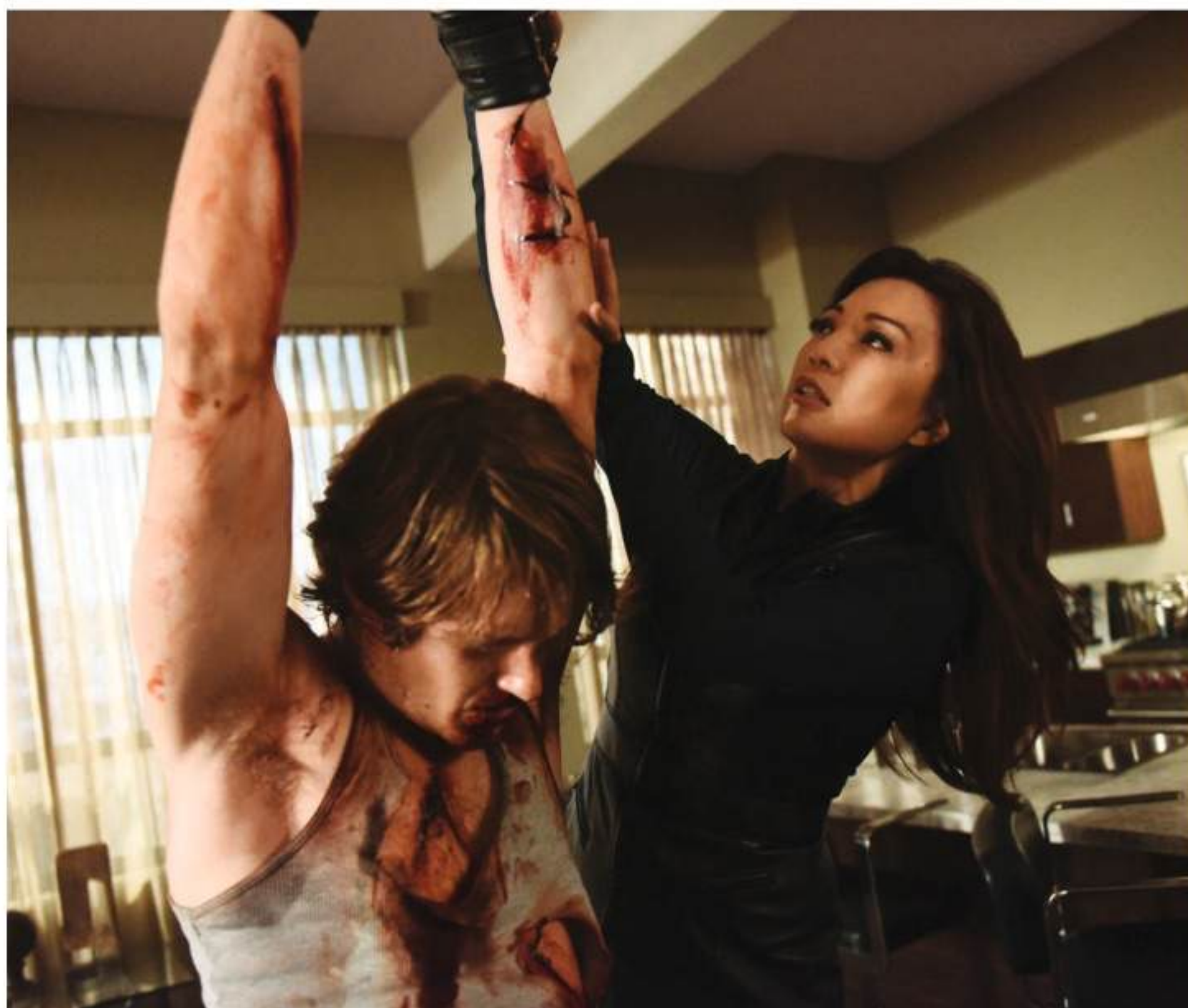
"I find it hard
to keep my
humanity in all
of this." — PRICE

FIELD-OP NOTES:

- May and Bobbi adopt the aliases Shu Wong and Katelin Frayer for their undercover mission.
- Banks' first name is Luther, according to Mack's tablet.
- May scouted Morse at the Academy; she was the strongest recruit May had ever seen.
- Fitz has run dozens of simulations on recreating the portal to Maveth, none of which have worked.

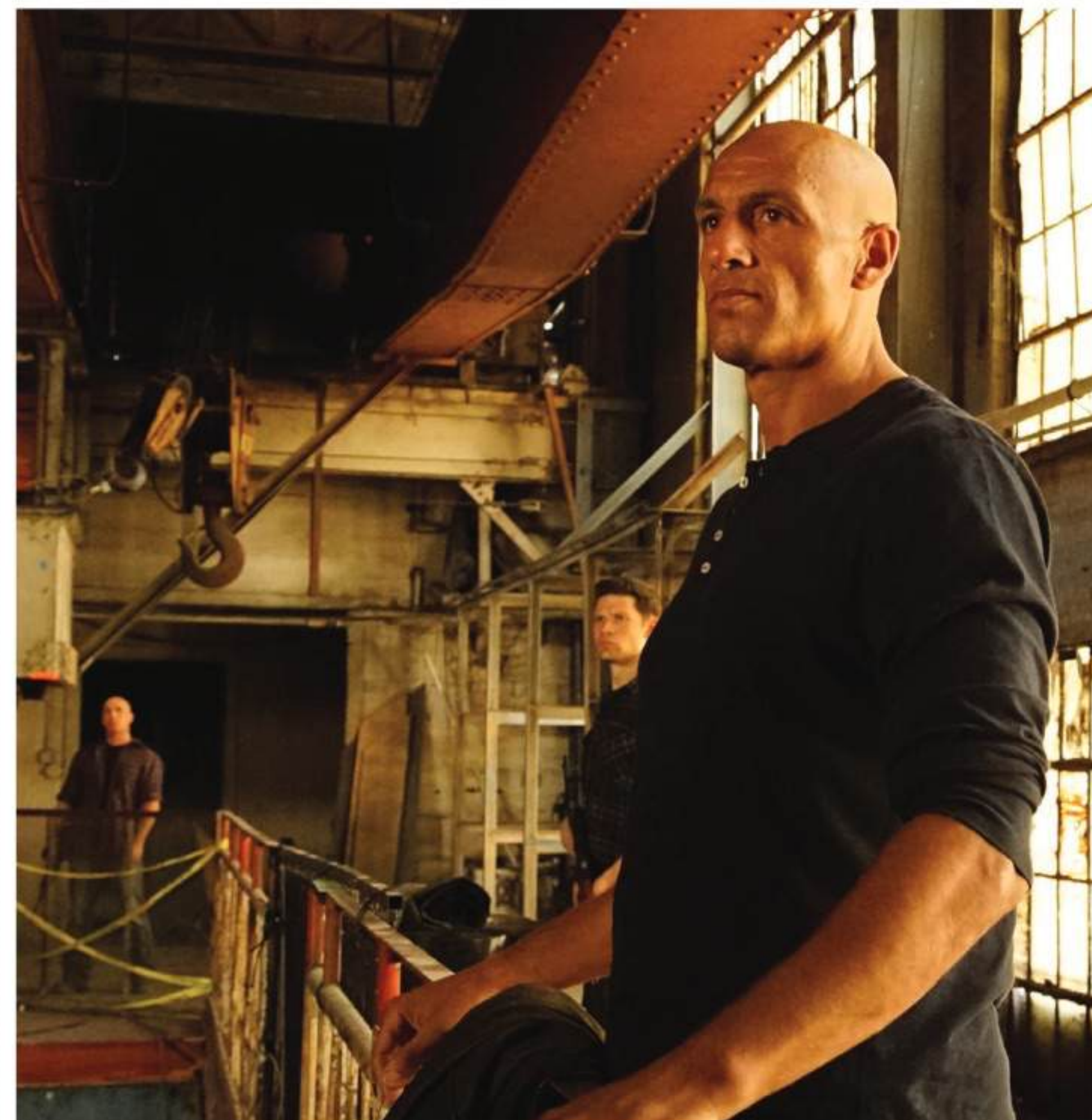
RUNNING BEHAVIORAL OBSERVATIONS:

- (An Unsaid) "Don't Die Out There." — 1
- In the Belly of the Beast — 1
- Two Bags o' DJs Burgers, Coulson's Favorite — 1



TAG

Daisy secretly speaks to Lincoln on a burner phone. As she hangs up, Garner startles her. He's been eavesdropping on the conversation and asks whether Lincoln divulged his location. Unsuspecting, Daisy says no, but promises let him know if that changes.





BACK IN ACTION

May and Morse are back in action—with a little help from each other. “The thing that I loved about this episode was that it was a chance to reveal that Bobbi’s injury did so much more than she was even saying,” writer and Co-Executive Producer Drew Z. Greenberg says. “What I think we were trying to get to in this episode was that the emotional toll was great for her. And Bobbi, for all of her bravado and amazing strength, is only human. She is capable of being affected by the emotional ramifications of what happened to her. May calls her out on this fact. Someone is telling her that she’s not physically fit to go back out into the field—why is she listening to them? May realizes that Bobbi is staying in the lab because she wants to stay there.”

“For May, her maternal instinct and her desire to be the S.O. and guide people in the right direction is always innate in her,” Ming-Na Wen says. “It’s a wonderful quality because she never overtly shows that she cares—but in her actions, she quietly shows that she does.”

“And then when Bobbi decides to fight back against it, she proves just why she’s Bobbi Morse and why she’s stronger than anybody else that we’ve met in real life,” Greenberg says. “She’s awesome: She realizes what’s happening with her, she addresses it, and she deals with it. And I think that was a fun story to play.”

Meanwhile, Coulson and Price continue sizing each other up. “My take on their relationship was that they’ve been burned so many times that this is what they’re used to,” Greenberg says. “The difference is that Coulson is our hero, and we identify with him most naturally. But what I find interesting in this episode is that it’s Rosalind who has the more humane view. Coulson has been burned so many times that he’s actually cut himself off from emotion. The closest he gets is when he tries to protect Daisy. But really, Coulson is a company man first. And his experiences color the decisions he makes, and why he looks at Rosalind and feels something for her, but tries to put it down. It’s Rosalind who is just as tough as Coulson is, but has managed to hold onto some of her humanity. That was something that really excited me. She’s the one who actually says that they can be more than automatons who just do their jobs. And even more amazing is that this comes from a character who was set up as an antagonist at first—this rocked Coulson back on his heels a bit.”

It was a move that surprised even Constance Zimmer. “We had to sit her down and tell her that what she’s saying in this episode is genuine,” Greenberg says.

“I didn’t even know until about four episodes into the season when they pulled me aside and said, ‘Oh, by the way, you’re not a bad guy, you’re actually good,’” Zimmer says. “I was so excited. But it was great to not know, because it meant that I never tipped it either way.”



Director Dwight Little with writer and Co-Executive Producer Drew Greenberg.

DR. GARNER, YOU'VE CHANGED

The revelation that Lash and Andrew are the same person required a visual-effects sequence complicated by the need to reconcile the difference in size, build, and facial features between actors Blair Underwood and Matthew Willig.

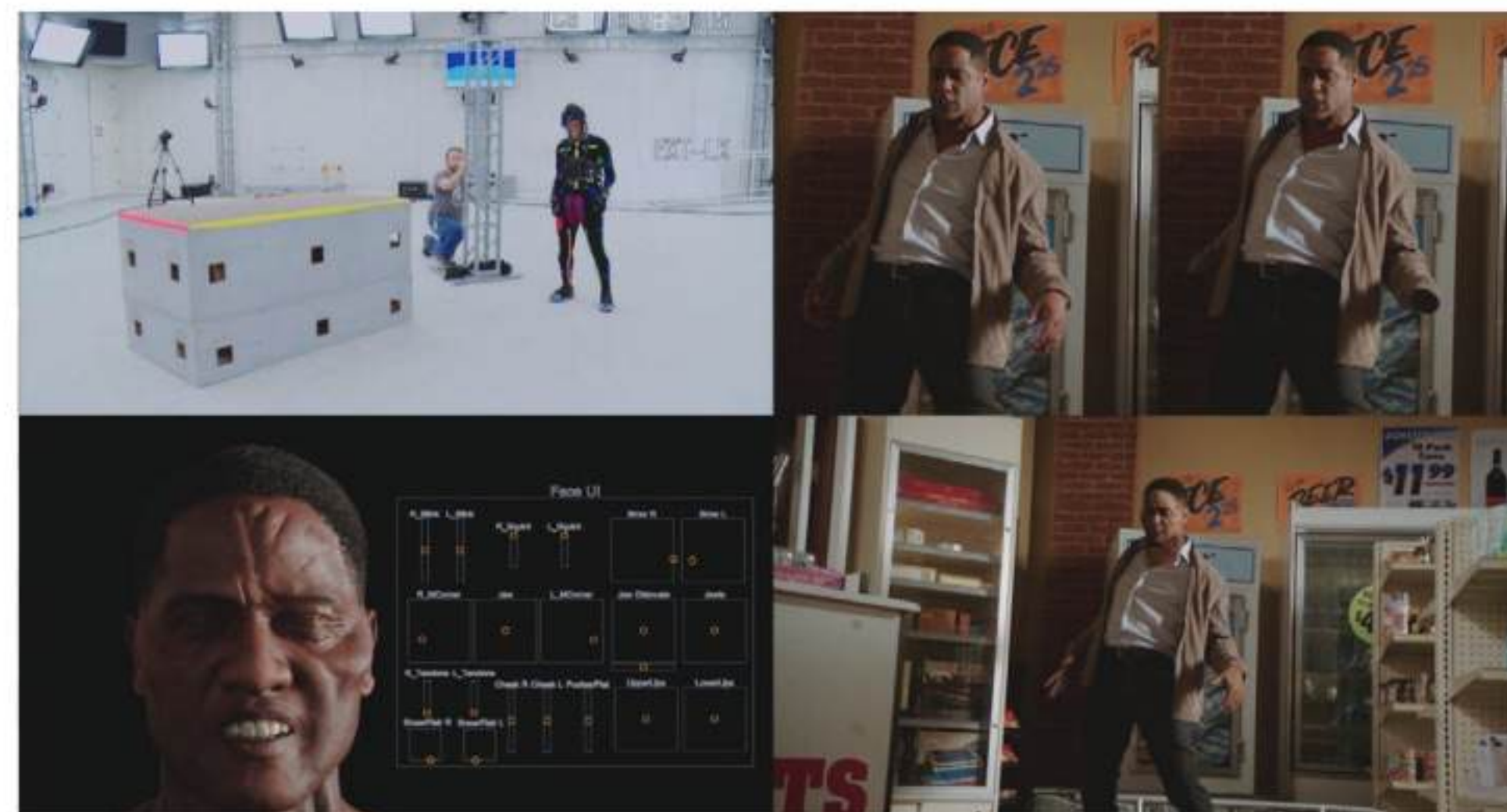
"What was really important about this was that we had already cast Matthew Willig as Lash, and we'd already established his great prosthetic makeup," Visual Effects Supervisor Mark Kolpack says. "Lash doesn't look like Blair after his transformation. So when I was breaking the transformation down and trying to figure out how to do it, I realized we had to have Blair drive the animation of the digital double and keep as much of Blair as I possibly could for the audience to remember that Andrew is inside of Lash. So the first part of that was a scan and motion capture."

At 3DScanLA, more than 100 cameras scanned both actors' bodies, and nearly 90 cameras scanned their faces, yielding a digital model for each. Next, Underwood reenacted his performance at the Motion Capture Stage at Sony Pictures. FuseFX then animated the components and married them to the main unit's live-action footage—no easy task given all the scaling and morphing, and the hair and clothing simulations.

"The other trick was that we're not seeing this transformation in real time—we're seeing it through Alexander's point of view," Kolpack says. "It's almost like being in an accident where everything is in slow-motion—that's how he's seeing it happen. So that allowed us to really showcase what was happening in these slowed-down bursts. It was all accomplished in seven shots."

One detail in particular cements the human-to-Inhuman conversion: "When he brings his head up, he still has Blair's eyes," Kolpack says. "And at the very last minute, they darken and change into Matthew's. The eyes being the windows to the soul...that's the last vestige of Andrew before becoming Lash."

The Visual Effects Department also created the robotic arms for the Endotex facility—modeled by Deathlok animation artist Ignacio Garceron of FuseFX—and the new-and-improved D.W.A.R.F.s.



VFX progressions for Garner's transformation into Lash.







POWERS BOOTHE

"GIDEON MALICK"

Gideon Malick was conceived as a classic Bond villain—worldly and sophisticated, driven by faith rather than money—and a European. But when Powers Boothe expressed interest in the role, it was tailored to fit not only his previous appearance in the Marvel Cinematic Universe—as a member of the World Security Council—but also his distinctive voice.

"One of the challenges of casting this show is being able to communicate to the actor what the role is—sometimes because it's still being developed, sometimes because it needs to remain secret," Casting Director Sarah Halley Finn says. "So we set up a call with Powers and conveyed to him that we thought there was something fun here and a great opportunity to have a bigger continuity within the Marvel Cinematic Universe. Powers spoke with the whole team and placed faith in what they were doing for this role."

"It was such a great example of serendipity: Once we realized that Powers Boothe was available and interested in the part, we realized we could tie Malick to something much larger," Drew Greenberg says. "Malick was living this double life as a member of the World Security Council, and it gave the character such a rich deeper level. He was untouchable by the president of the United States—that's how much clout and authority and power he really had."

"You spend five minutes with Powers on set, and you realize he's most definitely not that classic bad-guy trope," Greenberg says. "He's big, and he's tough, and the concept of the character changed—although he was still driven by something surprising as we unfold the layers a little bit."

"There's a very overused word in casting, but it's still very applicable when you're looking for a certain type of role, and that's gravitas," Finn says. "And I think Powers just personifies that. It's not something that can be learned. I think it's a quality of presence and an ability to harness your authority as an actor that comes through in the performance."



Powers Boothe
with Director
Dwight Little.



S.H.I.E.L.D. AT 50

In the comics, S.H.I.E.L.D. has been fighting the forces of evil since 1965. By wonderful coincidence, the organization's 50th anniversary coincided with the 50th episode of *Marvel's Agents of S.H.I.E.L.D.*

"When you think of S.H.I.E.L.D. in the comics, you think of Nick Fury, Natasha Romanoff, and Clint Barton, who are all these fearsome warriors, so skilled they might as well be super heroes on their own," Clark Gregg says. "And this was different."

"One of our real challenges was to make a Marvel television show for ABC, and so our mandate wasn't just to please only the Marvel comic fans who know S.H.I.E.L.D., but also to make a show that ideally millions of people who don't have that history with these characters would watch," writer and Executive Producer Jeffrey Bell says. "We tried to put a big tent up that invited a lot different kinds of people, but at the same time please the hardcore fans who show up because they know that in issue #47, this character said this to that person. And so you have to find a really delicate balance between those two. I think sometimes the hardcore fans might be disappointed that we don't go as far as some of the comic books do, and other times regular folks are a bit confused because we threw in an Easter Egg or something specific for those hardcore fans."

"When you think about the Marvel films—which are awesome, and I'm a huge fan—they do have a connection to 70 years of publishing history that makes them part of pop culture. There's something that feels very familiar about Iron Man, Incredible Hulk, Captain America, and Thor," Executive Producer and Head of Marvel Television Jeph Loeb says. "While S.H.I.E.L.D. had existed, there never really had been an opportunity to talk about the people at S.H.I.E.L.D. and to come up with five brand-new characters who were going to run around with Agent Coulson—who, by the way, was also not a character who had previously existed in the comics. I think what we've done here speaks to a number of things: the quality of the writing, the extraordinary casting, and Clark Gregg, who brings it all together. When you have a lead actor who every day comes to set and is excited and thrilled and after 50 episodes brings the same enthusiasm that he brought to the pilot, it's impossible for everybody else to not bring their A game."

"You get to show up with that attitude when you are surrounded by people who care about it as much as you do," Gregg says. "What I love is that there's always a way to push deeper and to get better. I never thought I would get a chance to explore so much more about who this character was amid a world of S.H.I.E.L.D. that was changing all around him. That's been an incredible gift as an actor. And it doesn't show any signs of slowing down. The fact that they're able to constantly push what this show is and what S.H.I.E.L.D. is really makes me a very lucky person."

"It's been interesting to see the shift, especially when we go to the San Diego Comic-Con," Executive Producer Maurissa Tancharoen says. "The first year we went, the audience was chanting 'Coulson Lives!' But then by the second year, people were dressing up in cosplay as Skye, and Fitz-Simmons, and May, and Ward—and now this year it's increased even more. So it's been very gratifying to see that evolution and to see that response to the people that we have invented."



STRANGE TALES #135 (1965),
art by Jack Kirby



NICK FURY, AGENT OF S.H.I.E.L.D. #1 (1968),
art by Jim Steranko



NICK FURY VS. S.H.I.E.L.D. #1 (1988),
art by Jim Steranko



NICK FURY, AGENT OF S.H.I.E.L.D. #1 (1989),
art by Bob Hall & Kim DeMulder



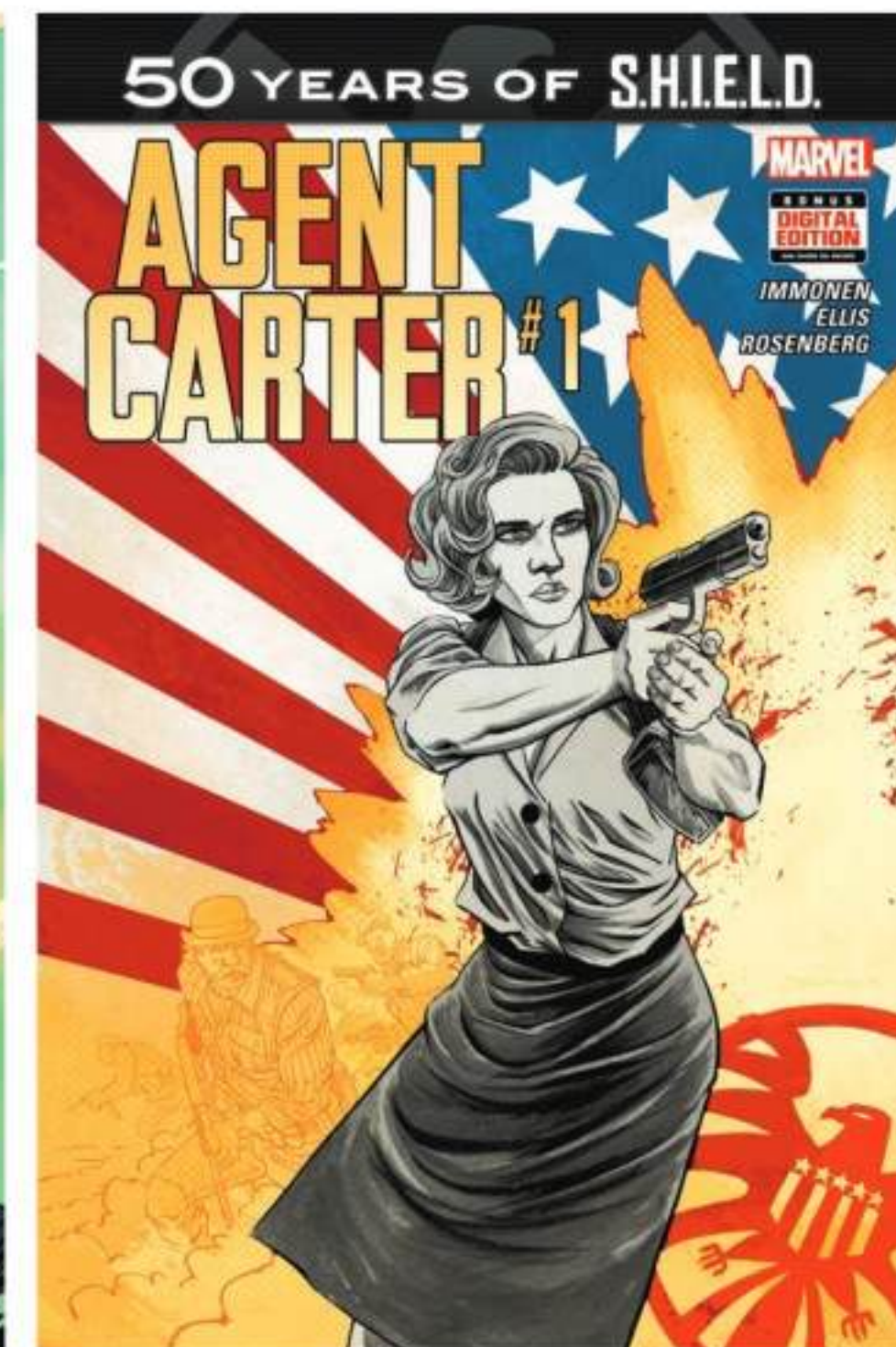
FURY OF S.H.I.E.L.D. #1 (1995),
art by Corky Lehmkuhl & Mark McKenna



S.H.I.E.L.D. #1 (2015),
art by Julian Totino Tedesco



AGENTS OF S.H.I.E.L.D. #1 (2016),
art by Mike Norton & FCO Plascencia



AGENT CARTER #1, art by Declan Shalvey
& Jordie Bellaire



THE CAVALRY #1, art by Dale Keown



FURY #1, art by Mike Deodato, Jr.
& Jordan Boyd



MOCKINGBIRD #1, art by Paul Renaud



QUAKE #1, art by David Nakayama



S.H.I.E.L.D. DEBRIEFING

CHAOS THEORY

DIRECTOR: DAVID SOLOMON

WRITER: LAUREN LEFRANC

PRODUCTION DATES: SEPTEMBER 30, 2015 — OCTOBER 12, 2015

ORIGINAL U.S. AIRDATE: NOVEMBER 10, 2015



CHAOS THEORY

MISSION DESCRIPTION:

WALEA BEACH, MAUI — SIX MONTHS AGO

A bikini-clad May lounges at the beach, watching a sunset. Garner joins her; the two toast to new beginnings—and not returning to S.H.I.E.L.D. Back home, Garner rummages through Jiaying's confiscated belongings, hoping they'll help with his assessment of the Inhumans. As he opens one of Jiaying's journals, a Terrigen Crystal falls from its pages. The transforming mist engulfs him as a chrysalis forms.

HQ — PRESENT DAY

Garner follows Daisy and Coulson as the two argue about the morality of Price's methods. Coulson reveals that the ATCU is working on a cure, but Daisy counters that her condition isn't a disease. Garner disagrees.

Coulson is preparing for a meeting with the president and his advisors at NORAD. He hopes to convince the president that there are good Inhumans, too—Joey being a textbook example. Garner leaves to check on Joey's progress prior to the meeting.

In the lab, Simmons gives Fitz her damaged cell phone from Maveth to recover its data. Secretly, she hopes that if Fitz hears her journals, it might help them reconnect.

Aboard the *Zephyr*, Morse tries to reassure May as they rush to HQ to find Garner. As soon as they land, May goes on the hunt for her ex-husband—but he's at the Cocoon, S.H.I.E.L.D.'s training facility outside New York.

There, Joey demonstrates his new skills for Garner: He can now use his ability to melt objects into the form of his choosing. He's making progress.

"Daisy thinks I could be a real asset to S.H.I.E.L.D. But she said my fate is in your hands." — JOEY

in. They need to talk—alone. She confronts him, begging for answers, but Garner panics and knocks her out with an I.C.E.R.

Meanwhile, Price has arrived on the *Zephyr* for a tour. Daisy shows Price the containment module and demonstrates its adaptive abilities, and the two engage in a verbal sparring match about whose methods are best.

"What if a person is hurting themselves or those around them? What if they can't stop?" — GARNER

In the locker room, Hunter catches Morse studying one of her scars. He suggests they go after Ward behind Coulson's back, but Morse is done. She's afraid their need for revenge will make them monsters like Ward.

At the Cocoon, Garner manages to corner Joey—but May bursts

"For every Daisy Johnson, there's a Lash, and it's ignorant for you to think otherwise."

— PRICE



At HQ, Fitz restores Simmons' phone, and lands on a picture of her and Daniels. They look happy. Jealous, Fitz starts to stalk away—but then a journal recording addressed to him begins to play, and he listens to the entire set. In one message, Simmons talks intimately about their first meeting, and their promised dinner.

Mack meets secretly with Lincoln, who has intel on Lash but doesn't want to tell Daisy, afraid he'll put her at risk.

Lash is with S.H.I.E.L.D., and Lincoln believes it's hunting his friends from Afterlife.

May awakens in an abandoned building at Culver University, cuffed to heavy machinery. Garner tries to explain that his actions as Lash are based on pure instinct—he doesn't mean to hurt people. The transformation unlocked something in him, an intense hunger to lash out against Inhumans—and he's not sure that's entirely bad. He's kept May at arm's length for her own safety.

"Look at what happened in Bahrain. You saw firsthand what Inhumans were capable of. If you hadn't killed that little girl, everyone around you would have suffered."

— GARNER

"I'll always be with you, Fitz." — SIMMONS

Coulson gets word that May and Garner have disappeared as Price listens in. She ties his tie for him in preparation for his meeting with the president, and he opens up to her about his hand.

The intimate moment is noted by Daisy, who interrupts to tell them Mack and Lincoln have docked with the plane. Lincoln explains that Lash was using Jiaying's ledger to track down Inhumans from Afterlife—the ledger Coulson had given to Garner to research. Coulson makes the connection and orders the plane to reroute to Culver University.

"I can't believe I'm saying this, but the president will have to wait."
— COULSON

Garner pleads with May not to give up on him, and the two kiss as Coulson arrives—with Mack, Daisy, Price, and the ATCU in tow. Lincoln bursts into the room in a rage: Garner killed his friends. Coulson orders him to stand down, but Lincoln corners Garner, who transforms. The two take off running with Coulson and team in pursuit. Coulson uses his cybernetic hand to stop Lash from delivering a crushing blow to Mack, but a jolt of Lash's energy shorts it. Price and the ATCU intervene, guns blazing, but Lash tosses her over the railing, sending her plummeting to the atrium below. Daisy uses concussive vibrational force to cradle her fall, saving her life.

"Phantom pain. The thing that's missing is the thing you feel the most."
— PRICE



Lash attempts to re-engage with Lincoln, but May steps between them. In a tender moment, Garner transforms back into his human form.

"I lost something when I left you—I won't do it again. But you have to stop this." — MAY

As Garner approaches, May shoots him four times in the chest. It doesn't kill him, but knocks him back into an open containment module. Gas fills the chamber, and he disappears to the floor below.

At HQ, Fitz makes a startling discovery: The symbol from the English castle matches the patch on Daniels' flight suit.

On *Zephyr One*, Price suggests placing Garner into stasis in a gel-matrix cube while he's still in human form could slow his permanent transition and buy them time to find a cure. May consults with Daisy—who agrees. She has come around on the ATCU's methods, at least in this case.

Fitz catches up with Simmons as she watches the sunrise from Coulson's office. Fitz believes he's found a way to open the portal—and tells her he's listened to her journals. Simmons is relieved, and promises it wasn't just panic talking: She was clear-headed when she recorded them. But where do they go from here?

"For now, let's just watch the sunrise." — FITZ

May watches the same sunrise from outside Garner's containment module, reminiscing about their trip to Hawaii. She doesn't deserve happiness, she claims—and though Garner protests, happiness doesn't appear likely for either of them.

"How did you know that wouldn't kill him?"
— COULSON
"I didn't."
— MAY

TAG

Ward meets with Gideon Malick at a private Hydra club. Ward wants to cut off the head of S.H.I.E.L.D., believing it won't survive without Coulson. In the midst of their meeting, Malick takes a call—from Rosalind Price. She apologizes for missing their meeting at NORAD and promises she'll bring Coulson to him soon enough.

On the other end of the call, Price has spent the evening with Coulson. The two kiss.

Is Coulson sleeping with the enemy?

FIELD-OP NOTES:

- Simmons says she imagines herself and Fitz living in a small cottage in Perthshire, Scotland, that she drove past once as a child.
- May and Garner first shared a small one-bedroom apartment with a futon in Cranbrook.
- Price doesn't cook, but says she's an expert at dining out. She frequents Ruthie's Diner.

RUNNING BEHAVIORAL OBSERVATIONS:

- Mack Just Wants His Shotgun-Axe Combo — 1



ALL HOPE IS LOST

In a move both startling and yet befitting her tough-as-nails character, Melinda May shoots her ex-husband, once again putting duty over her personal feelings. "May's biggest fear is realized in discovering that her ex-husband, the love of her life, has become a monster," Ming-Na Wen says. "She's torn between her personal desires and goals, and yet she knows that she has a job to do: to protect the masses. And unfortunately, she knows what someone like Lash is capable of. To see someone that she loves—who was the kindest person, the most trustworthy person, someone she could always go to—suddenly start changing, it's shocking."



"The way that I always thought about it, and Ming-Na sold it so well, is that it's May the S.H.I.E.L.D. agent and May the wife. I think we've seen small glimpses of the side of May that's capable of love and affection, but it's very rare," writer and Supervising Producer Lauren LeFranc says. "So this was an opportunity to put that rare side of her on display and see her struggle with these two sides of herself, both of which are very important."

The scene in which May watches Garner transform provided a chance for the usually stoic character to vocalize her emotions. "In that moment, she realizes this is the last time she's going to see Andrew, and she needs to speak the last words that he's going to hear," Wen says. "Her decision was to put him down, because that's the choice she felt she had to make. He's not the Andrew that she loves anymore. And playing that scene, I had to hold all of my emotions in, because Ming-Na Wen in that situation would be bawling her eyes out. But May is just



hanging onto every ounce of her strength to control her emotions when she tells him that she lost something when she left him, and won't do it again."

"S.H.I.E.L.D. is the easy thing for her," LeFranc says. "Knowing that Andrew is Lash and then having to confront him about that forces her to confront her own fears about a relationship or the things that she really desires. So I think the choice that she makes in the end is for the betterment of everybody. She has to put him down. She goes with her instinct—but the purpose of this episode was to make us wonder what we think her gut would do. It was not an easy decision, but she did what was right."

"I don't think that Andrew wants to cure himself, and therein lies the conflict," Blair Underwood says. "He starts to justify it, and really understand and rationalize that this is a necessary thing, and he's doing it because he has to—it's who he is now and who he's become, and in some ways he's okay with it."

"The tragedy is what could have been," Wen says. "And that's really telling about life, too—you just never know what could happen to the people you love, if someone is going to get sick or hurt, or if someone is going to stop loving you. Life just keeps throwing you curveballs. May and Andrew...they're human beings. Even though they're in this heightened world where people turn into monsters, there's an emotional truth to it."

As May's relationship seemingly comes to an end—again—Coulson appears destined for yet another betrayal. "We were definitely playing with that expectation," writer and Co-Executive Producer Drew Z. Greenberg says. "We're so ready for that to play out, especially with a strong female character. There's an expectation that in general pop culture, you see a strong woman, and it's so easy

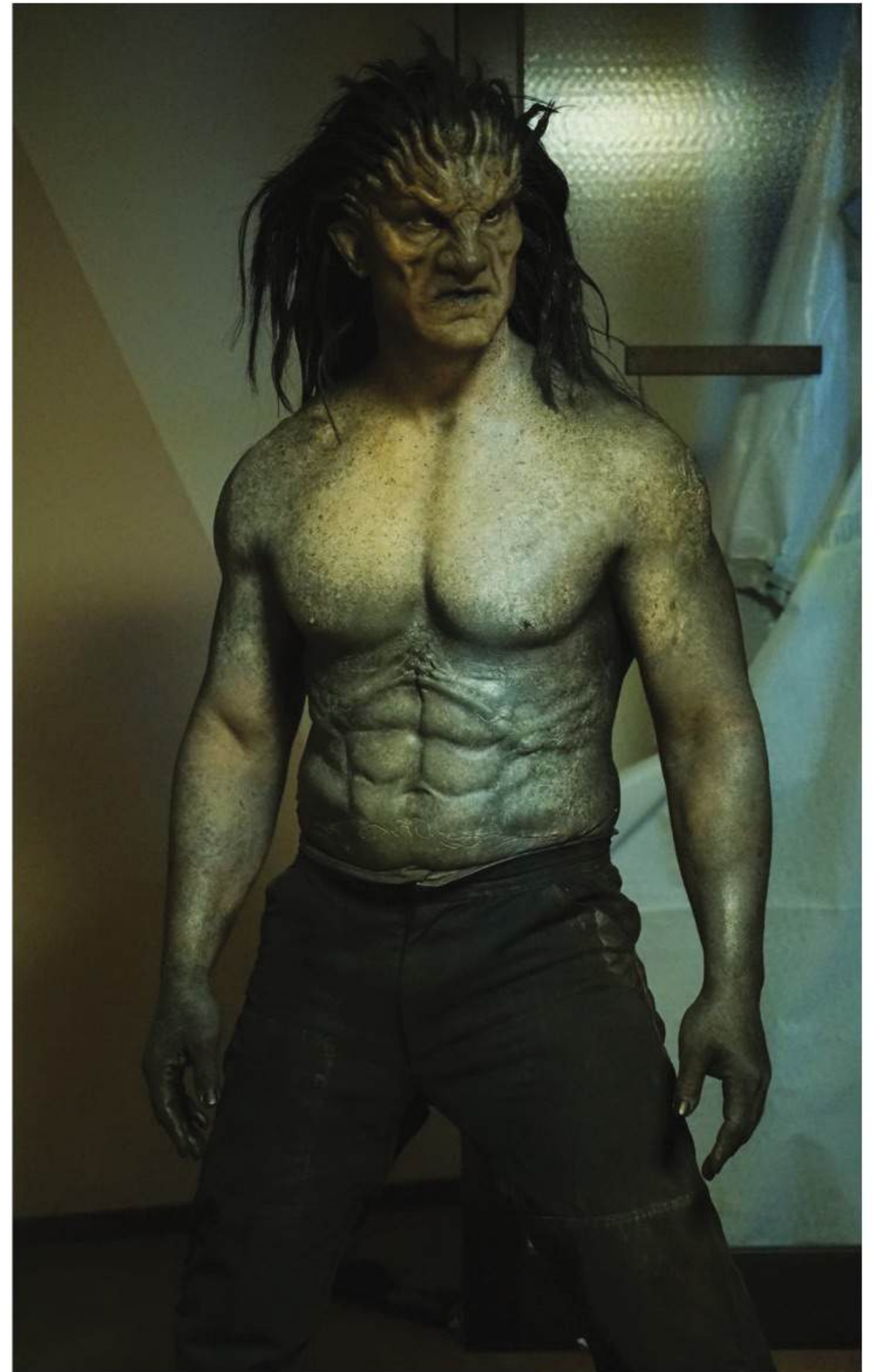
to say, 'Oh, she must be evil.' Because I think we're still in a place where people don't accept that a woman can be strong and loving and powerful and sensitive all at the same time. And Coulson is wondering if his trust in her was misplaced, if she's just like all the others—and is she really just Hydra. The fun part is that she was being honest the episode prior, and wanted the best things for people in her own way. She's actually a good person—not just another Hydra spy."

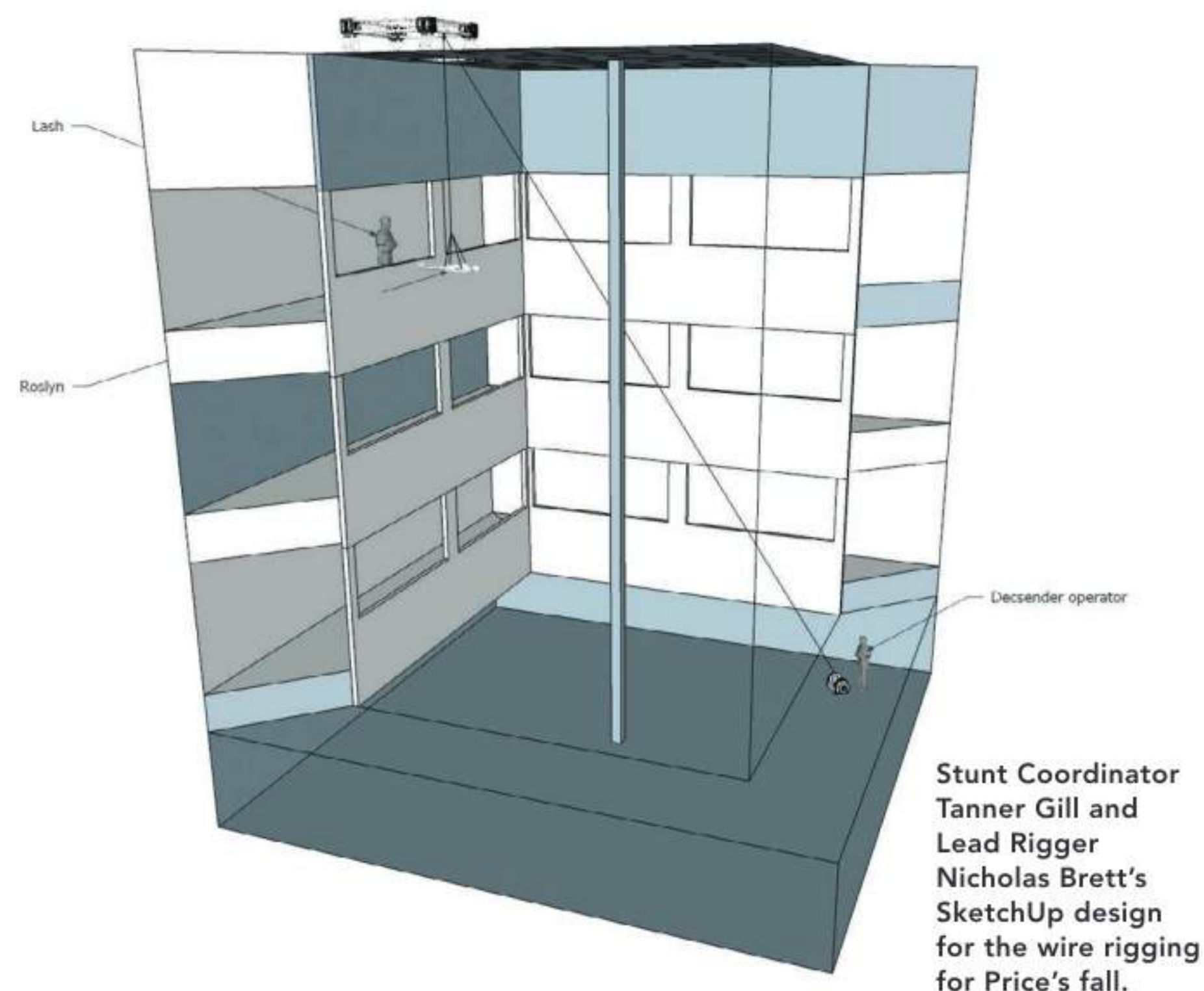
"Normally the mysterious characters end up being bad, but why not make the mysterious character actually good?" Constance Zimmer says. "And it was really funny because when I read the script and the scene where I'm on the phone with Hydra, I said to Clark, 'Oh my god, I'm bad! I don't want to be bad!' And he gave me a wink and told me that he didn't think I was."

Price bonds with Daisy in this episode, as well. "I think she's discovering her powers alongside the audience, which is fun," Le Franc says. "There are good and bad sides to her power. When it's uncontrolled, which we discovered last season, it can create these massive earthquakes that cause damage. But it's really a vibrational power, and she becomes more confident in controlling it—to a point that she's able to save Rosalind and didn't anticipate being able to do something like that. But later, we see her on the verge of breaking someone's bones with the same power, because she can now pinpoint her control so precisely."



"In terms of using her ability to save Rosalind, Daisy has been trying to assess this woman and what her intentions are. She's trying to show Rosalind that she does good things and is a hero. So whether or not she likes her doesn't matter—Daisy will always try to do the right thing. Her intentions are always good. And in that moment when she saves Rosalind, that's proof."





TRACKING LASH

Shooting Price's free fall was just another day at the office for the crew, but it was more of a challenge for Constance Zimmer.

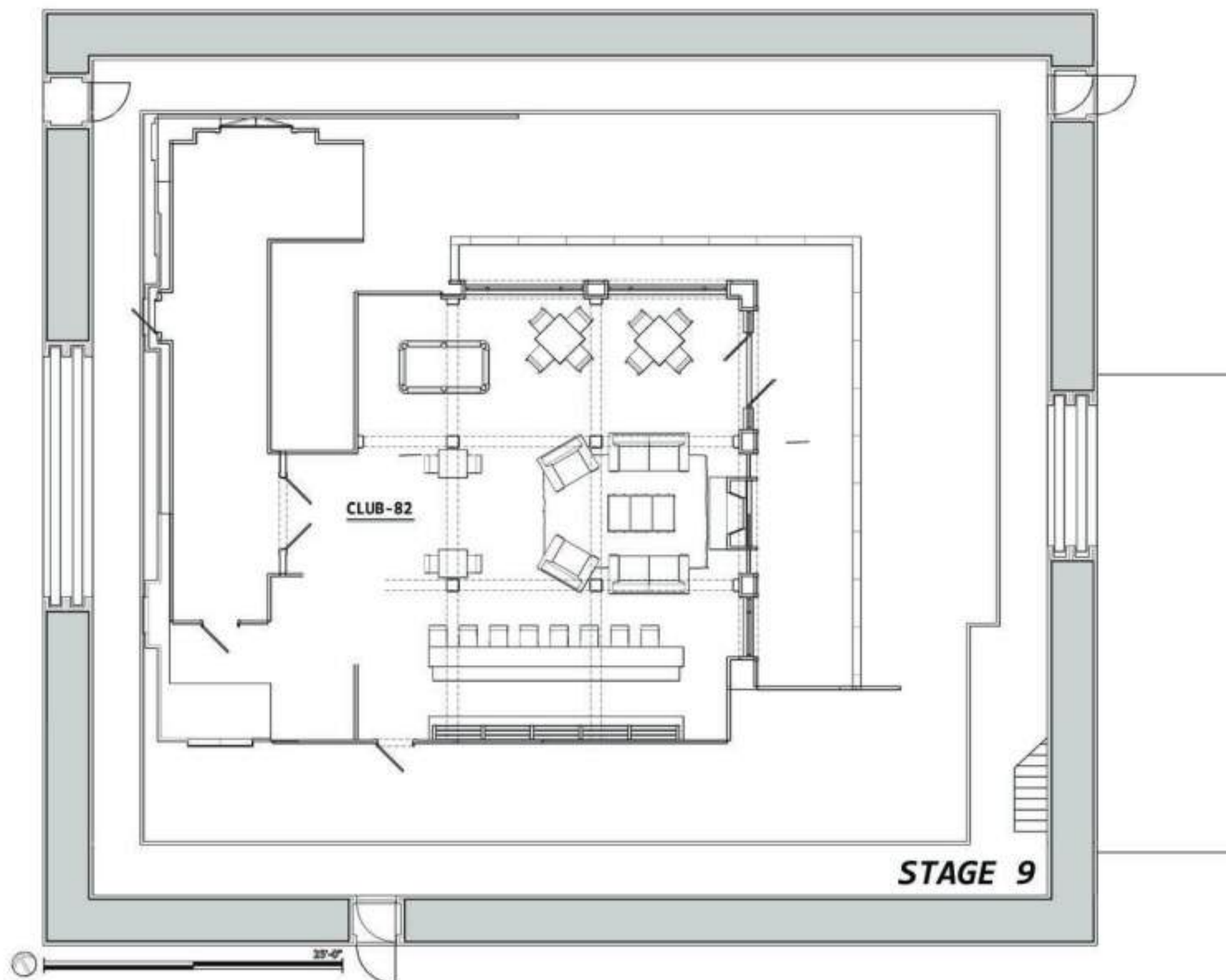
"My lead rigger, Nick Brett, and I scouted the location and talked through the move," Stunt Coordinator Tanner Gill says. "I wanted Lash to pick her up, carry her to the edge of this atrium, and throw her over. So we designed and tested a wire rig about 15 different times with Constance's stunt double, and then we shot it five times with the double. And Constance was there, watching every move that we made. It was really safe: We use wire that you could lift a bus with. And I said, 'How do you feel about doing this, now that you've seen it?' And she was so excited, so enthusiastic and ready to do it herself. So we take her up there, 50 feet in the air—and it's a lot different than being on the ground looking up and watching it. And she did it, she fell, and it looked pretty spectacular. I think it was like a thrill ride for her; we got a great shot on the crane that was looking right at her face that wasn't really used, but you could tell she might not have been acting as much and more so screaming at the top of her lungs as she fell. But she was a trooper—she did a great job."



MALICK'S EXCLUSIVE CLUB

"This season, Ward has been on his own journey of rediscovery," Lauren LeFranc says. "He decides that he's going to be the head of Hydra, and he's going to do it his way: the younger and leaner version of Hydra that doesn't need to listen to all of these old hats about how things should be done. And then Malick comes to him in this moment and shows him that there's value to the way that Hydra used to do things. The two meet in person for the first time in this secret club and have to size each other up. They're trying to figure out what one another wants."

Unlike other bar and restaurant locations on the show, the Art and Props departments and set decorators designed the club from scratch on Stage 9. Sporting the trademark Hydra colors—along with a fully stocked, top-shelf bar—the set integrated seamlessly into the show.



Art Director Roland Rosenkranz's spotting plan for the club.





S.H.I.E.L.D. DEBRIEFING

MANY HEADS, ONE TALE

DIRECTOR: GARRY A. BROWN

WRITERS: JED WHEDON & DJ DOYLE

PRODUCTION DATES: OCTOBER 12, 2015 — OCTOBER 22, 2015

ORIGINAL U.S. AIRDATE: NOVEMBER 17, 2015



MANY HEADS, ONE TALE

MISSION DESCRIPTION:

HYDRA PRIVATE CLUB

Gideon Malick and Grant Ward dine on sannakji while discussing why the Hydra sigil is modeled after the octopus: It's the perfect predator.



Hoping to convince Ward to back off, Malick confronts him about trying to use Werner to gain access to the Von Strucker family vault. Ward remains determined to find it. Malick orders his five best men to attack and leaves, but Ward takes them down easily, killing two.

S.H.I.E.L.D. HQ

Coulson and Price observe as Garner's containment module is prepared for transportation to an ATCU facility. May watches from a distance, withdrawn from the group.

In the lab, Fitz and Simmons are hard at work researching the Ram's Head symbol, hoping to find the connection between the British castle and Distant Star Pathfinder images, separated by more than 200 years. Elsewhere, Daisy argues that Lincoln should join the team—not just crash at the base for a good night's sleep—and Mack challenges Coulson about his growing entanglement with Price. Coulson deflects, claiming he's still trying to determine whether she's trustworthy.

"The only spies without trust issues are either young or dead." — COULSON

Meanwhile, Coulson is initiating Operation Spotlight: They'll use Garner's transfer to snoop around the ATCU facility. The plan doesn't assuage Mack's fears—it only creates a new risk.

Back at the club, Ward tortures Malick's men. One of them cracks: The vault is in Zepkow, Germany. Ward shoots the loose-lipped soldier, leaving the other two behind. En route to Moscow, he blows a hole in the plane's hull and parachutes into Zepkow.

Price arrives at the Playground for her grand tour after spending six hours on a plane circling the area to keep the base's location secret. Insisting her cell be swept for wireless sniffers, Coulson has Daisy, Mack, and Lincoln hack into the phone and steal her credentials. Operation Spotlight is a go. Daisy activates a transmitter buried within Garner's containment module, alerting the ATCU of a broadcast. Steve Wilson, head of ATCU security, immediately contacts the FBI Cyber Investigative Task Force, but Mack intercepts the call. Playing the role, he promises to send two of his best techs: Morse and Hunter, undercover.

"Oh, and from all of us here at Hydra, thanks for flying the friendly skies." — WARD

"It's a terrifying symbol, but not my idea of dinner. Then again, I am adaptable." — WARD



ATCU HQ

Hunter talks tech, with Daisy coaching him via his earpiece, and Morse acts as his supervisor—but Wilson eventually stumbles on the signal's source and calls Price. Still on her tour with Coulson, she tells Wilson to play nice with the FBI team and shut down the signal.

Fitz and Simmons' research unearths evidence of the Ram's Head dating back thousands of years in connection with ritualistic deaths and sacrifices. Eventually, members of the cult gained power—and started funding NASA missions. Daniels was a sacrifice to Maveth. Fitz suggests that if they can identify the members of the group and determine their goals, they can find a way back. Suddenly blowing up, Simmons tells Fitz to stop doing all the right things and leaves him in frustration.

As Coulson and Price's tour wraps up, Hunter gains access to the ATCU mainframe. Morse sneaks into another part of the facility to find the captive Inhumans—and obtain a sample of the possible Inhuman cure—while May and Lincoln prepare for their extraction.

Fitz catches up with Simmons, who explains she's mad at herself for pressuring Fitz into saving Daniels. The question finally comes up: Is Simmons in love with Daniels? She confesses it's true...she thinks. Unexpectedly, the affirmation leads to a kiss.

"And you dove through a hole in the universe for me!"

— SIMMONS

As the two part, they notice they've knocked a book showing the Ram's Head off a workstation. Upside down, it resembles the Hydra crest.

At the ATCU, Bobbi breaks into what she thinks is the Enhanced Specimen Control room, but finds only a surgical chair, a stock of recalled fish-oil pills, and the remains of Terrigen husks. The ATCU isn't searching for a cure—it's trying to create Inhumans by administering the pills to employees. Daisy and the team report their findings back to Coulson, who immediately assumes the ATCU—and Price—are Hydra. He locks down the base, even as Price protests.

Elsewhere, Malick approaches Garner's containment module and promises to help him in exchange for information on S.H.I.E.L.D.

On the Quinjet, May finally speaks to Lincoln. She didn't want to have to apologize for Garner's actions, but she does. This tender moment is interrupted by Daisy on comms: Morse and Hunter need their extraction expedited. Morse and Hunter begin their escape while Coulson and Price engage in a verbal sparring match. Price accuses Coulson of being an emotionless robot. She says she really did fall for him.

"You were stabbed through the heart; you must derive sadistic pleasure in doing the same to others." — PRICE

"Dearest, is it possible your containment module tried to access the ATCU's system?"

— PRICE

When Coulson informs her of Morse's findings, Price claims it's news to her. She makes the connection to Malick, who runs the ATCU's science division and advises the president.

Morse and Hunter are cornered by Malick's head of security, Giyera, revealed to be one of the turned Inhumans. He attacks using telekinetic powers.

"Aliens! I pine for the days when we didn't have to fight bloody aliens!" — HUNTER

Morse engages Giyera in combat, but Hunter lands the knock-out blow...with a fire extinguisher. Banks bursts into the room, but not for a fight: He's there to get them out. With his help, they rendezvous with May and Lincoln.

ZEPKOW, GERMANY

Ward drills his way into an empty bunker—Von Strucker's hidden vault—and finds Malick waiting. Malick reveals Hydra dates back much further than World War II. He reveals a safe containing a 10-inch-tall rectangle of ancient stone passed down for millennia: a section of the monolith. Thousands of years ago, an Inhuman born on Earth was destined to rule the planet—but the Inhuman became too powerful and was banished to another world.

"Hydra was founded with the sole purpose of engineering its return."

— MALICK

Malick's Hydra is building an army of Inhumans that the banished one will rule, with Ward and Malick by its side. But they'll need S.H.I.E.L.D.'s help, because Coulson and his team have done something no one else has: They've brought someone back through the portal.

"May thinks I'm a monster, yet you actually become one. I guess we know her type." — WARD

TAG

Garner and Ward come face-to-face. Ward wants Garner to embrace Lash—to truly become a monster.

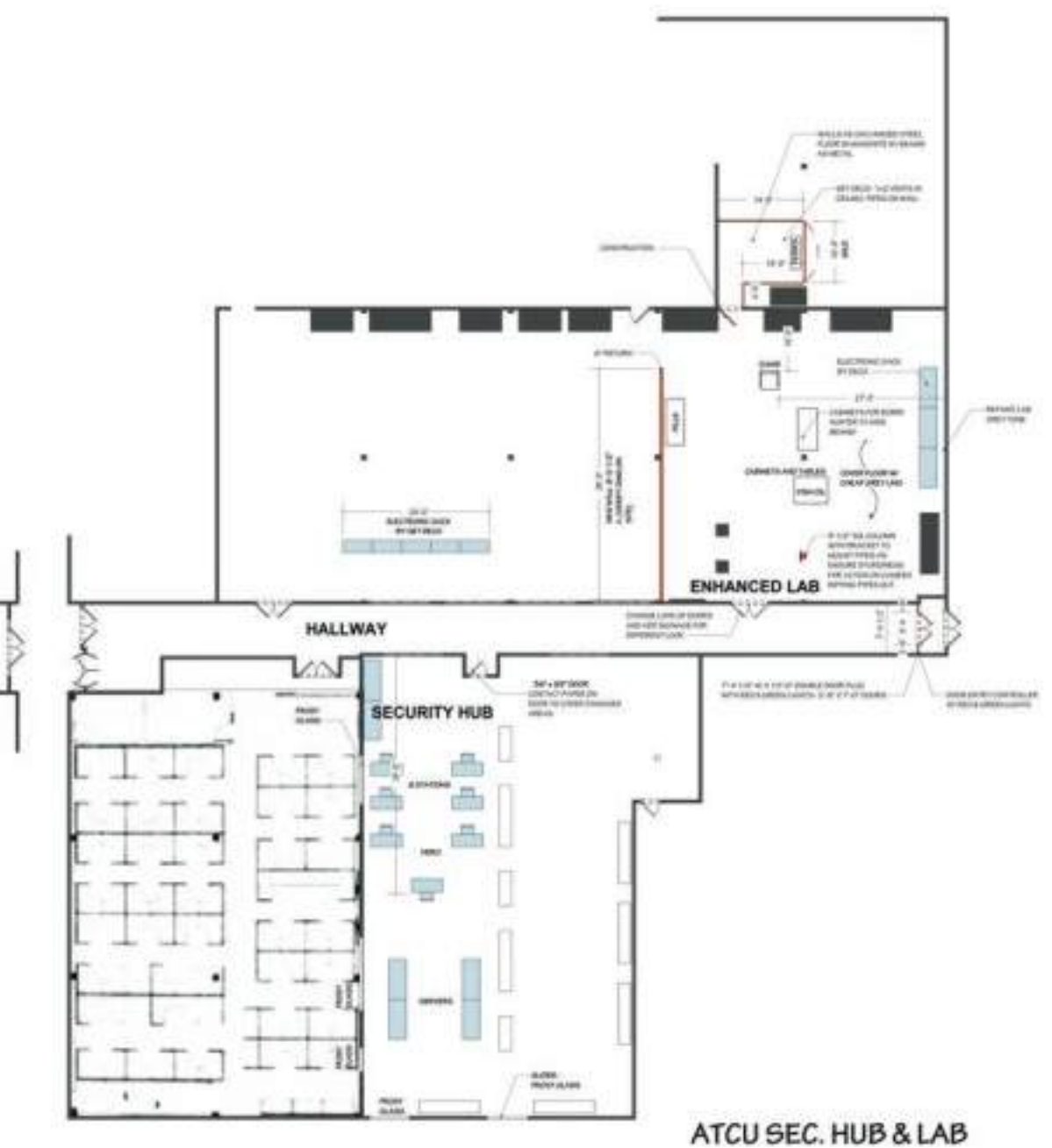
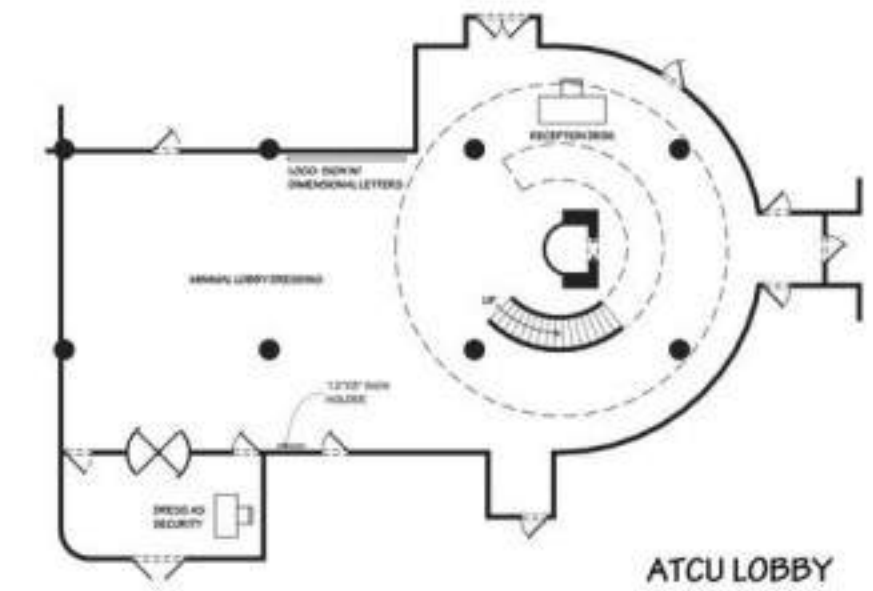
FIELD-OP NOTES:

- Mockingbird now sports self-propelled homing batons that return to her hands after being thrown.
- Gideon Malick recruited Price out of NASA in 2001.

RUNNING BEHAVIORAL OBSERVATIONS:

- Hunter Is an Extraordinarily Slow Typist — 1
- Hit in the Head with a Fire Extinguisher — 1

An expansive office building in Simi Valley doubled for the ATCU compound. The Art Department mapped out the full layout, but shooting only took place in a small number of offices (inset layouts by Set Designer Douglas Berkeley), which were redecorated to become the lobby, security hub, and lab.





MONSTERS

Though Coulson has ulterior motives, Price's visit marks a crucial step forward in their relationship. "I thought it was funny that everyone thought Coulson lost his mind when he invited Rosalind to visit their secret base," Clark Gregg says. "Of course it turned out he was only doing that so he could send his team to go secretly search her base. Which was riddled with Hydra agents. But then once he clears up the fact she didn't know, *that's* when he felt okay to take her out to dinner."

"I think it was nice for Coulson to finally have someone that he could open up to," writer and Story Editor DJ Doyle says. "He's living in this world where he's been betrayed by so many people and then starts to open up about his past. What's funny is that it occurs in a scene in which he himself is betraying someone. He's literally having people ransack Rosalind's office building as they're talking. It's like secretly checking someone's emails to make sure you can trust them, and it's this action that's completely the doing of someone who is untrustworthy himself. But there's still this component in him that really hopes Rosalind is clean in all of this. So for him to share something personal like that while doing something awful but kind of required by his job was a strange component of their relationship that worked nicely. And of course, it turns out to lead to something, and he's totally vindicated."

Price is betrayed on two fronts as she learns of Malick's true intentions. Malick is the key to Hydra's secrets, and Ward finally realizes that although they have different methods, their common goal is more important.

And that's bad news for Garner, now Ward's prisoner. His suffering—and May's—bring the closure Ward's been seeking. Now, he hopes they can be "two monsters together." "It's fun to play with metaphors," Doyle says. "Ward gets to poke at Andrew, and you see throughout the course of the season that he likes to do that. And it really gets to Andrew. He is very scared about the things that he's seen himself do. And even from the second episode of the season, as you learn his opinion that Inhumans are dangerous, you realize that he's inherently suspicious of them. And it could be because there's this thing, this monster, deep down inside him saying the Inhumans have to go. It's a hunger."



L.O.V.E. ON S.H.I.E.L.D.

"I think one of the things that is important about our show is that you do recognize something that many people struggle with every day, and that is how to maintain a relationship when your work is, in many ways, all-encompassing," Head of Marvel Television and Executive Producer Jeph Loeb says. "It's a challenge in everyday life that becomes heightened when it's put through the Marvel prism. These people have pretty much given up their personal lives so that they can be the best agents that they can. And we've seen the consequences of actually caring about another individual and how that can be used against you, or how that ultimately might lead to your own pain. It's one of the biggest challenges of being an agent of S.H.I.E.L.D., and the audience desperately wants to see these love affairs work out—but also understands that being a Marvel hero comes with great sacrifice."

"I don't think these connections are impossible, but it's the price of being a spy," Executive Producer Jed Whedon says. "It makes it exponentially more complicated to be a spy when you start to love the people around you, because the stakes are so high. If you're trying to save the world, and the world is in one corner and the girl you love is in the other... If you try to save the girl you love, you might be destroying the world. If you pursue these personal agendas, it can make you vulnerable."

The risk doesn't stop Fitz and Simmons.

"Simmons shouting that Fitz dove through a hole in the universe for her was an anchor in the scene for me," DJ Doyle says. "I always knew that had to be the breaking point in their argument, and I had to pitch that scene out verbally a few times just to convince people that it was going to work. So there were multiple occasions where I had to scream out, 'And you dove through a hole in the universe for me!' around the conference table as I was acting out both sides of the conversation as we were trying to fill out the rest of the dialogue."



"I've always alluded to it taking Mulder seven years to find out what happened to his sister in *The X-Files*," writer and Executive Producer Jeffrey Bell says. "We spent the first half of the second season exploring what happened to Coulson, and we were criticized for not telling it faster. Sometimes people are very impatient. And so to play out a love story between Fitz and Simmons, how long could we play out the will-they/won't-they? I think through the first three seasons, we've brought up some good and natural complications. They sink to the bottom of the ocean. Simmons falls in love with Will, and the fact that Fitz reacted in the way that he did made him even more worthy of Simmons' love. And so at a certain point, it felt disingenuous to put up more roadblocks to them becoming a couple. Let's let them have a moment. And whatever happens beyond that, we'll figure out. But let's have a couple of characters have some happiness for a short period of time."

"Jed and I would have kept them in this unspoken love forever," Executive Producer Maurissa Tanchoren says. "But at a certain point, we're literally building brick walls between them. We put Simmons on another planet—that's how big of a brick wall we built. And yet, because they are in love, they ultimately just have to come together."

"We always wanted to play Fitz and Simmons' relationship as 'the long arc,'" Doyle says. "Once you start teasing things, it has to go somewhere. But it felt like there were so many instances where the two characters got to a point where something great was going to happen, and then massive amounts of pain fall down on top of them. I think we started to feel like we needed to allow it to continue to go somewhere at a certain point."

Writer and Co-Executive Producer Paul Zbyszewski—who wrote Season One's "FZZT," one of the first episodes to highlight the relationship—was happy to see the relationship move forward. "I'm glad that we managed to draw it out this long, honestly, and come up with different ways of creating tension and giving them





obstacles without making them false obstacles," he says. "We gave them these real challenges as a couple so when they get together, it feels earned. You're rooting for these two, and they've been through so much. I just like that they're together."

"I think Fitz very much feels like something bad will always happen," Doyle says. "Even in a moment where that's not necessarily true in an immediate sense, he knows about Will, and they're both working hard to get him back. He knows he has to help her get him back because it's the right thing to do, and he's a good guy. They could have stayed together in that moment, but Fitz listened to his gut and trusted that it wasn't the right time—this can't happen right now. If it were a logic problem, the two of them look at it as 'IF: we have happiness, THEN: something bad will always happen.' And for that reason, I think he believes them to be cursed."

"I think it's the nature of the business that they're in, isn't it?" Iain De Caestecker says.

"I think with their jobs, the environment is so volatile anyway, there's so much craziness, that the likelihood of being able to make a romantic relationship work and have it be easy is around zero percent," Elizabeth Henstridge says. "Fitz intimates that they are cursed because it's been virtually impossible for them to have a happy relationship."

The scene evolved even after shooting began. De Caestecker and Henstridge realized Fitz and Simmons needed to "rip off the Band-Aid" with a passionate, rushed kiss, followed up with a tender and more heartfelt second kiss. "Elizabeth and Iain played that moment beautifully," Doyle says. "I've never been so happy to see something I've written like that be filmed. And it was so much better than I imagined, and I think it really speaks to them as such incredible actors. It's a very small moment that they gave such meaning to, and they elevated it in a way that made me so happy and proud. But I think they were also nervous about it because they were friends."

"We wanted to show that it was a conscious decision of theirs because that raises the stakes," Henstridge says. "The first kiss comes out of pure passion, and Fitz kisses Simmons, and then it was nice to show that they have a moment, and then Simmons gets to reassure him with a nicer, more romantic, 'Yes, I want this' kiss."

When the time came for camera rehearsal, with the entire cast and crew watching, the two actors weren't sure whether they should actually kiss—a moment Henstridge loves to tease De Caestecker about.

"I always thought that I would mess with Iain more to be funny," Henstridge says. "But it's a weird thing to film, because you're friends and you have to kiss."

"The first time was pretty weird," De Caestecker admits. "But I think it's just good to talk about it beforehand. The awkward bit isn't doing it during the scene—it's the time before and after when you have to talk about it and everyone's watching. But I would rather it was her than anyone else. Don't tell anyone I said that."

"What was nice about the moment was that Fitz and Simmons didn't plan for it to happen," Henstridge says. "It came out of frustration and upset, and it was visceral—in that moment, there was nothing else for them to say because they didn't know what to say. But they weren't allowed that nice moment afterwards. Will is still in the picture, and Simmons was still in love with him. The kiss doesn't eradicate the obstacle in their way—Will still needs saving, and they need to get him back."

The scene was especially meaningful for wife-and-husband showrunners Tancharoen and Whedon, who see the characters' relationship as reflective of their own. "We do finish each other's sentences, but it's more because one of us drops off and doesn't know what to say next," Whedon says. "And the other one of us fills in hoping that it comes off alright. I think Maurissa and I were destined to be together, and one of the reasons you want Fitz and Simmons to be together is that you really believe they are meant to be. Obstacles are fun in that scenario, because you're longing for them to be overcome."



MARK DACASCOS

"GIYERA"

Hawaiian-born Mark Dacascos has been a competitor on *Dancing with the Stars*, the Chairman on *Iron Chef America*, a villain in *Mortal Kombat* and on *Hawaii Five-0*, and the title character in *The Crow: Stairway to Heaven*. Oh, and he just so happens to be a world-class martial artist.

"He's someone that we've talked about for the Marvel Cinematic Universe for years," Casting Director Sarah Halley Finn says. "It was nice to finally have an opportunity to work with him."

"It was a smaller role at first," Casting Associate Hannah Cooper says. "But the role became much larger as soon as Mark was cast. We needed to find someone who could perform all these demanding stunts but was also a formidable actor. Mark had been on our radar, and we knew he could handle both. Once we brought him in, the role really expanded because he did such an amazing job and he could be utilized for so many facets of this character."





S.H.I.E.L.D. DEBRIEFING

CLOSURE

DIRECTOR: KATE WOODS

WRITER: BRENT FLETCHER

PRODUCTION DATES: OCTOBER 22, 2015 — NOVEMBER 2, 2015

ORIGINAL U.S. AIRDATE: DECEMBER 1, 2015



CLOSURE

MISSION DESCRIPTION:

Price and Coulson finally have dinner—burgers from DJs—in Price's apartment. Despite the romantic implications, the two discuss work. Malick has removed every Inhuman in the ATCU's custody—he's mobilizing, but for what? Price plans to return to work, believing her cover intact, but Coulson isn't so sure. The window suddenly breaks—Price is shot in the neck. She dies in Coulson's arms. From a rooftop a thousand yards away, Ward calls Coulson and reveals himself as the sniper. This was personal.



"Now you know how it feels, Coulson, to watch someone you care for bleed out right in front of you." — WARD

Ward's men storm the apartment, and Coulson has to fight his way out. Mack rescues him in an SUV.

S.H.I.E.L.D. HQ

The team listens from outside as the grieving Coulson trash-talks his office. After he regains composure, May offers her assistance in any way she can.

"I want each member of the original team to tell me everything they know about Ward. Down to the smallest detail. No matter how uncomfortable."
— COULSON

An interrogation of the remaining four team members follows. Coulson asks May whether Ward ever made any confessions when they slept together. Simmons mentions his ridiculous puns, but remains grateful he saved her life. Fitz once caught Ward sitting in his bunk, staring at a picture of himself with his mom. Surprisingly, Daisy says Ward never lied to her—he just didn't tell her everything. She understands why Ward was drawn to powerful father figures. Fitz adds that he felt Ward was trying to use him as a substitute for something, or someone. Coulson pieces the story together: Ward's family is his weakness.

"The reason Ward kills isn't because he feels nothing. It's because he feels too much."
— DAISY



Later, Mack takes Banks to Fitz and Simmons. Banks tells the group about Distant Star Pathfinder, which was underway when he and Price joined NASA. The project was independently funded—by Malick. He wants to open another portal.

Meanwhile, Malick greets Ward as the conquering hero—though he wanted Coulson dead, too. Malick shows Ward five Lucite cases, each of them containing a rectangular stone similar in nature to the monolith, once divided among Hydra's elite. They represent everything Hydra's been marching toward since its formation.

"And now you're jeopardizing all of that for something as petty as closure?" — MALICK

Leaving the interrogation room, Coulson encounters Hunter—and pins him against a wall. Hunter's failure to kill Ward led to Price's death. Coulson will give Hunter one more chance to get his man—but this time, the kill team will include Coulson. Because he's crossing a line the director of S.H.I.E.L.D. shouldn't cross, Coulson orders Mack to serve as acting director in his absence.

DISTANT STAR PATHFINDER HQ

Fitz and Simmons accompany Banks to the former Pathfinder base, where they argue over the implications of opening another portal. Fitz contends they have a responsibility to Daniels, but Simmons worries they'll accidentally enable Hydra to complete its centuries-long quest. Suddenly, the team finds itself overpowered by Giyera, who uses his Inhuman abilities to force Banks to shoot his men and then himself. Giyera takes Fitz and Simmons to Ward and Malick, who order them to help bring someone—or something—back through the portal. When they refuse, Ward splits them up; he has Giyera torture Simmons so that Fitz can hear.

At S.H.I.E.L.D. HQ, Daisy suggests mounting a rescue mission for Fitz and Simmons, but Mack hesitates. He wants to consult with Coulson, but the director is indisposed—apparently about to rob a jewelry store. Instead, Coulson's team uses the distraction to take a young man at the back of the store into custody: Thomas Ward, Grant's younger brother.



"What I realized about Ward is every twisted thing he does is just a misguided attempt to justify his past." — COULSON

As Ward questions Fitz, his phone rings. It's Coulson, informing him they have Thomas—and this time, he might not let his sense of justice keep him from hurting an innocent

for selfish reasons. Hanging up, Coulson tells Thomas this is the only way he knows to draw Ward out of the shadows. Thomas suggests that when they get Ward, they finish him off. He's always been cruel—from pushing Thomas into a well, to burning down their parents' house with their older brother, Christian, inside.

"Just because you grow up in a family of abusive monsters doesn't mean you have to become one. I didn't." — THOMAS

Ward calls back, and Coulson puts Thomas on the line. Morse uses the time to trace the call back to the castle in southwest England. An enraged Ward goes to Simmons' tent and again tries to torture an answer out of her as Fitz listens.

Giyera brings Simmons to the portal chamber as Malick prepares a team to enter the portal. Simmons warns them that they'll die on Maveth—then learns that Fitz has volunteered to join the expedition in exchange for her safety.

"I always thought Fitz would give up the world for you. Looks like now he finally has his chance." — WARD

At S.H.I.E.L.D. HQ, Mack has made the decision to send a team to the castle as backup for Coulson, and he's activating Joey and Lincoln as field agents. Daisy is concerned they aren't ready, but she's glad to finally have her team assembled. Mack gives a rousing speech, his first as director.

"Either you step up and do the damn job, or you let the bad guys win. The choice is yours." — MACK

On the Quinjet, Morse confronts Coulson about his volatile emotional state. Coulson says she's got it wrong: He should have let his gut guide him earlier and killed Ward before he could hurt so many others. It may be a moot point: At the castle, Malick informs

Ward he'll be traveling through the portal with the team.

Simmons and Fitz share a tearful goodbye, and Fitz promises to bring back Daniels. The Quinjet team arrives and views infrared imagery of Ward and his men entering the portal. Fearing he's too late, Coulson free-jumps out of the Quinjet. Just as Malick is about to close the portal, Coulson flies through to the other side.

TAG

Ward's team emerges in the midst of a brutal sandstorm. They hear a loud noise, but Ward insists it's nothing and tells his men to get moving. As they trudge on, Coulson—unseen behind them—tumbles and falls. His head hits a rock, knocking him unconscious.

"I'm not asking you to follow—I'm asking you to lead!" — MALICK

FIELD-OP NOTES:

- While mourning in his office, Coulson finds a matchbook from the Half Moon Pub, the site of his first date with Price. He used it to light the candles for their dinner.
- To protect himself from his brother, Thomas Ward changed his name and moved.



WARD VS. COULSON

“One of the challenges in creating arcs for characters, especially with modern and sophisticated audiences, is that they’re always looking for a twist,” Executive Producer Jeffrey Bell says. “They’re always going to want to look ahead and conclude that a person will become the bad guy. And so as writers, we’ll juke. We’ll do a little bit of a crossover dribble where we lean the audience in one way, then redirect. When Rosalind showed up, we automatically make the assumption that most people pitted against Coulson will be bad guys. And we just leaned into that, knowing that she ultimately always wanted to do the right things, but the people above her made her a pawn.”

“Rosalind’s death was built into the season well before we had even finished Season Two,” writer and Co-Executive Producer Brent Fletcher says. “It was a strong, tragic arc for Coulson. You actually see a glimpse into what happens when he’s off the clock. But he’s got this spy mentality that he can’t let go for his civilian life, but he was trying because there was a part of him missing that he wants to fill. He starts getting that, and it’s taken away from him.”

“If you’re going to go out, that’s the way to go,” Constance Zimmer says. “It’s difficult—you don’t want to see a character die if you like that character—but I think it’s an incredible place for Coulson to work from. And the writers did such a great job of crafting Rosalind as a character that you weren’t sure if you liked or not, getting her to a place where everyone loved her, and then she was dead. I go out on a high note.”

In their pitch meetings, the writers considered bringing back the cellist Audrey Nathan, Coulson’s lost love. “We talked about Ward going after someone



Writer and
Co-Executive
Producer
Brent Fletcher.



Clark Gregg and
Constance Zimmer with
Director Kate Woods.

personal to Coulson and it hurting, but as we started breaking the season we realized, ‘Why re-introduce a character, when we can follow their relationship in real-time?’” Fletcher says. “Instead of telling the audience about a relationship from the past, we can introduce it as it’s happening. And then we can come to that moment and take it all away.”

“Coulson questioned if he’d lost all of his humanity and sought out this interpersonal relationship, and it bites him,” Executive Producer Jed Whedon says. “That’s him trying to reconnect with the person that he used to be.”

“The amazing Constance Zimmer and I joked that they start out classically antagonistic with each other, but they quickly realize they have an awful lot in common,” Clark Gregg says. “And yet the joke that we would make was, ‘How do spies know when they love each other?’ ‘They don’t.’ You don’t know who’s playing who at any given moment, and they have so many trust issues. Everyone has trust issues when they start a new relationship, especially when they’re not spring chickens. And you add that to being spies, and the heads of somewhat competitive and distrustful agencies, and it’s really a recipe for romantic disaster. It gets pretty damn ugly.”

We’ve seen Coulson obsessed—but never over his own interests. Price’s murder sets him down a new, dark path.

“The scene really shows their relationship at its peak,” Fletcher says. “And then it’s all taken away from the audience in an instant, so that when we come back from the title card, we have this action sequence in trying to get out of a building. At its core, this episode is really just Ward vs. Coulson, and all of the other characters’ interactions became integral to that. It felt like such a wild ride.”

“I love the way that it was written because there was nothing pointing to what was going to happen,” Gregg says. “It was just the date they were finally going to



Warren Drummond storyboards.



Warren Drummond storyboards.

get to have, but it was all subtext. You kind of feel like a doorway is being opened, and that the trust is there. And then ten seconds later, she's bleeding to death on the carpet. It was one of the most difficult and really thrilling scenes that I've ever gotten to act. It was made easier for me that I was so heartbroken that Constance was going to be leaving the show."

"It was a painful thing to watch," Fletcher says. "It was the first scene that we filmed for the episode, and I'm sure it was difficult for a director like Kate Woods to come into a show where the first thing she's shooting is probably the most emotionally rich and tragic scene of the season. So it was a pretty hard day. But at the end of it, Kate did an awesome job, and Clark and Constance were incredible."

"Constance Zimmer is one of the most awesome people on the planet," writer and Co-Executive Producer Drew Z. Greenberg says. "That story was designed to be a complete beginning, middle, and end to kick off the second half of the season. But as we were interacting with her, we were all second-guessing if we needed to kill her character. That was one of the most difficult deaths that I've experienced on a show. We all went down to the set on her last day to be there—she really had an impact on us. But it's one of those things that we have to do because of story."

"It's great drama and it's heartbreaking, but I don't think this need in Coulson is something that's going to end," Fletcher says. "We've shown a new wrinkle of him: He's a leader, and his family is the people he surrounds himself with at work. He tried for a personal life, and it didn't work. There's a part of him that I feel like will reach out again at some point to try to make that happen again—but you don't know what form it will take."

"Coulson's relationship with Rosalind made him vulnerable," Whedon says. "Then he starts making bad decisions after that, decisions a director shouldn't make."

Knowing he's emotionally compromised, Coulson charges Mack with taking his place as interim director. For a man who wasn't even sure he wanted to stay with S.H.I.E.L.D., it's quite a responsibility.

"When Coulson put Mack in charge, he was extremely hesitant," Henry Simmons says. "Even when he was called upon to step up and be a leader, initially he didn't want it, mainly because he was afraid of making the wrong decisions. But because he was forced into the position, I think it really showed that he's a pretty good leader. He's concerned with what is best for S.H.I.E.L.D.—not himself. And I think that's where he and Coulson would come into conflict, because Coulson would use S.H.I.E.L.D. to deal with personal issues. Mack has a problem with that, and he rightly should."

The first demonstration of Coulson's new, somewhat questionable ethics comes with the kidnapping of Thomas, orphaned when his brother murdered their parents. "Ward felt like he did it for Thomas, and now holds up Thomas in this false image of what he saved," Fletcher says. "He feels like in eliminating his parents, he's eliminated the threat to Thomas' life. And he hasn't talked to Thomas, who obviously feels like Ward was that threat. He's built up Thomas as this one particular idea, but in reality Thomas isn't that at all."





S.H.I.E.L.D. DEBRIEFING

MAVETH

DIRECTOR: VINCENT MISIANO

WRITER: JEFFREY BELL

PRODUCTION DATES: NOVEMBER 3, 2015 — NOVEMBER 13, 2015

ORIGINAL U.S. AIRDATE: DECEMBER 8, 2015



MAVETH

MISSION DESCRIPTION:

MAVETH

After calculating they have six hours until the portal opens at new coordinates, Fitz attempts unsuccessfully to flee. Ward stops him: Simmons will die if they don't make it back. In the distance, they see a toppled stone monument eerily similar in shape to a certain symbol.

"Hail
Hydra."
— WARD

The Quinjet docks with *Zephyr One*. Mack is furious with Coulson. Morse suggests they take control of the castle so they can open the portal for Coulson and Fitz. But the castle isn't just fortified with tech and guns—it's full of Inhumans, according to thermal satellite imagery. And it's safe to assume Garner is among them.

"This is exactly how
S.H.I.E.L.D. works.
We make a plan,
the plan turns to
rubbish, we make a
new plan." — HUNTER

DISTANT STAR PATHFINDER BASE

Malick enters the command area, where Giyera informs him the Inhumans are ready to be revived. Malick orders him to wait until Ward brings back "their friend," who will require an army.

On Maveth, Ward leads his soldiers through the desert. They're going to trap the "hell beast" by luring it out with blood. Fitz stumbles across Daniels' hatch, and finds Daniels unconscious in his bunk. Fitz tries to convince Ward to let Daniels act as their guide, but Daniels—having been attacked by "it" after Simmons left—clearly is incapable of leading the team. Ward is about to shoot Daniels when he notices the Distant Star Pathfinder patch on his jacket. He decides instead to use Daniels as an offering for the beast.

Coulson wakes up in bed, with Price next to him—they've overslept. Price encourages him to get up: His friends need him more than ever. Coulson jerks awake to find himself in the Maveth graveyard among the skeletons of conquistadors.

In the aqueducts under the castle, Joey melts the iron bars blocking the entrance. The team splits up: Mack, Morse, and Hunter will secure the portal while May and the "Power Rangers"—Daisy, Lincoln, and Joey—search for Simmons. Lincoln disables Hydra's generator, causing a blackout. Simmons uses the distraction to escape; she enters a tent where she finds the imprisoned Inhumans, all but one in stasis: Garner is there in his containment module. He begs Simmons to let him out so he can help. Hydra soldiers burst in, and Simmons makes a quick decision: She releases Garner, who promptly transforms into Lash. He kills the Hydra soldiers as Simmons flees.

"I'll be
damned.
Tatooine."
— COULSON

On Maveth, Fitz and Daniels become acquainted as Daniels guides the team through a canyon, where Coulson sees them from a distance. Daniels catches up to Ward, and they discuss how they've both survived.

Engulfed by a massive sandstorm as they enter the "no fly zone," Ward's team is forced to take cover behind an outcropping of rocks. Fitz and Daniels use the diversion to take out two Hydra soldiers and make a break for it.

"Change or die.
That's worked
for me as well."
— WARD

At the castle, Mack, Morse, and Hunter sneak past a dozen soldiers while Daisy and her team enter the command room—to find Giyera waiting. He trains a gun on Daisy, but Joey dives in front of the bullets, melting them before impact. He's bulletproof! Nearly losing control, Lincoln shocks Giyera and lines up a finishing shot until Daisy stops him.

In another corridor, May catches up to Simmons, who admits she released Lash. But he's not the mission; the two proceed to their rendezvous with Daisy.



On Maveth, Ward's team fans out to find Fitz and Daniels. With two shots, Ward's last men go down. A third bullet hits Ward in the shoulder. The gunman is Coulson. He's about to take the kill shot when Ward reminds him the creature they're hunting can smell blood—and Fitz is bleeding. So is Ward. Coulson makes Ward lead the way.

At the castle, the teams reunite and barricade the portal room. They have 47 minutes until the portal reopens. May is missing—she's gone after Garner, after all. In pursuit, she finds a trail of Hydra bodies in his wake...followed by the Inhumans. Lash killed them all. May's last shred of hope for Garner's salvation fades.



Coulson and Ward march on. Ward is strangely calm, claiming he's found new meaning in life. He's part of a bigger plan. Unnerved—and tired of hearing Ward's psychotic justifications—Coulson shoots him again.

Simmons fills in the team about Malick's intention to bring back an ancient Hydra god and provide it with an Inhuman army. They all agree that once Coulson and Fitz are safely home, they'll destroy the portal—but Coulson and Fitz may not be the first ones to emerge. May returns with her report, and Simmons is pained by the news

"I'm staying with you because A) I can keep the portal open if something goes wrong, and B) I'm your partner."

— DAISY

of the Inhuman deaths. But they're out of time: Malick's soldiers are setting explosives to breach the portal room. Mack tells everyone to get to the *Zephyr*; he'll stay behind, waiting for Coulson and Fitz. He orders May to bomb the site—and to take over as director if he doesn't make it out. Daisy refuses to leave Mack.

Fitz and Daniels ascend a ridge to find an ancient stone city, the ruins of an entire civilization. Fitz snaps a few photos. Daniels' injury is getting worse, and they stop to dress the wound. Daniels explains there once

were nine cities on the planet, but the natives feared change. They had a chance to become something great, but they warred among themselves and destroyed their entire race. Unwrapping Daniels' leg, Fitz sees that a large chunk of flesh and muscle is missing. He asks the astronaut how he knows so much about the planet's past.

Daniels is no longer himself: He's "it." Daniels died saving Simmons. A struggle ensues. Coulson and Ward catch up, and Coulson puts two bullets in Daniels' chest.

"Because I was there." — DANIELS

The portal opens. From Maveth, Daniels limps toward the portal, but Fitz shoots him with a flare gun, igniting his body. Coulson and Ward fight, with Coulson gaining the advantage and knocking Ward to the ground. The portal begins to close, and Fitz pleads for Coulson to leave Ward and get to safety. Coulson takes a step back—then remembers his dream. He crushes Ward's ribcage with his cybernetic hand. Coulson drops the hand, leaving it behind with Ward's body, and he and Fitz enter the portal.

On the ground, Mack orders May to fire; after a moment of hesitation, she deploys the missiles. The castle bursts into flame as a containment module ascends to dock with the *Zephyr*. Inside are Mack, Daisy, Fitz, and Coulson. The team briefly celebrates. Simmons, tears in her eyes as she realizes Daniels didn't make it, races to Fitz, and they hold each other. Coulson finds Fitz's gaze—they now share a horrifying secret.

TAG

Malick is escaping in the back of an SUV when a figure blocks the road. It's Ward, blood-soaked and still clutching Coulson's hand. But something moves beneath the surface of Ward's cheek...is it a tentacle?

FIELD-OP NOTES:

- Following the fall of S.H.I.E.L.D., Nick Fury had assigned Morse and the crew of the *Iliad* Helicarrier to protect the monolith at all costs.
- Small tentacles leaked from Daniels' charred body as Coulson and Fitz left for the portal.





COULSON JUMPS INTO THE ABYSS

In one of the season's most controversial moments, Coulson decides to take a life. His brief hesitation was crucial to selling the scene. "In that moment, Coulson flashes back to all of the things that might have been with Rosalind," writer and Executive Producer Jeffrey Bell says. "Even before this episode, he was on a trajectory toward this moment. He stepped down and made Mack the director because he knew he was going to do something that was beneath the dignity of his office. We set an expectation that what's driving Coulson is this determination that he's going to kill Ward—but that at the end of it, he would walk up to the edge of the abyss of his humanity, look over the abyss, and be horrified by what he could do and step back. And so we played all of that. He gets to the edge, he rose to leave, and then he flashed back on Rosalind. Then he jumped into the abyss. And I think that was surprising for the audience."

"There's this weird *Star Wars*-type thing where Ward entices Coulson to use the dark side," Brett Dalton says. "By Coulson giving in and using his hate, even if Ward has to die, he's won. In that instance, Coulson becomes Ward in a way."

If Price had survived, would Coulson have made the same decision? "It's a good question that I don't think there's an easy answer to," Clark Gregg says. "Certainly some people could interpret Coulson's motivation for killing Ward that way as revenge, but it feels more complicated than that from Coulson's point of view. He feels responsible for all the people who Ward has killed and hurt because Coulson



put him on the team. And yet he also is really clear that the feelings that he had when he killed Ward were not acceptable. There's a higher standard for someone like him—he doesn't get to succumb to those human impulses even if he went through the motions of handing over the directorship to Mack. He doesn't get to act on these kinds of things."

"That is something the Coulson of old would not have done," Executive Producer Maurissa Tancharoen says. "It was a moment of rage and revenge."

"An earlier Phil Coulson would have arrested him, brought him back, and made him stand trial and pay the price for his crimes," Head of Marvel Television and Executive Producer Jeph Loeb says. "But he instead took that choice away from everybody. I don't think anybody regrets it, but it certainly crossed a line. And you then get to see the results of that decision when Ward returns as a much more dangerous individual."

"It was a very big conversation that we had with Clark," Bell says. "Because it was something Coulson had not done prior. And you could even back that up to Coulson's reaction when Rosalind is killed—we see Coulson truly emotionally distraught, holding her in a way that we've never seen Coulson before. That was a scene that we also talked with Clark about a lot because it needs to be Coulson alone and devastated. It was the watershed moment that carried him forward."

Ultimately, Coulson's choice isn't just morally compromising—it gives the enemy exactly what they wanted.



Director Vincent Misiano in the portal room.



Dillon Casey against a greenscreen on the studio lot for an impromptu shot on *Maveth*.

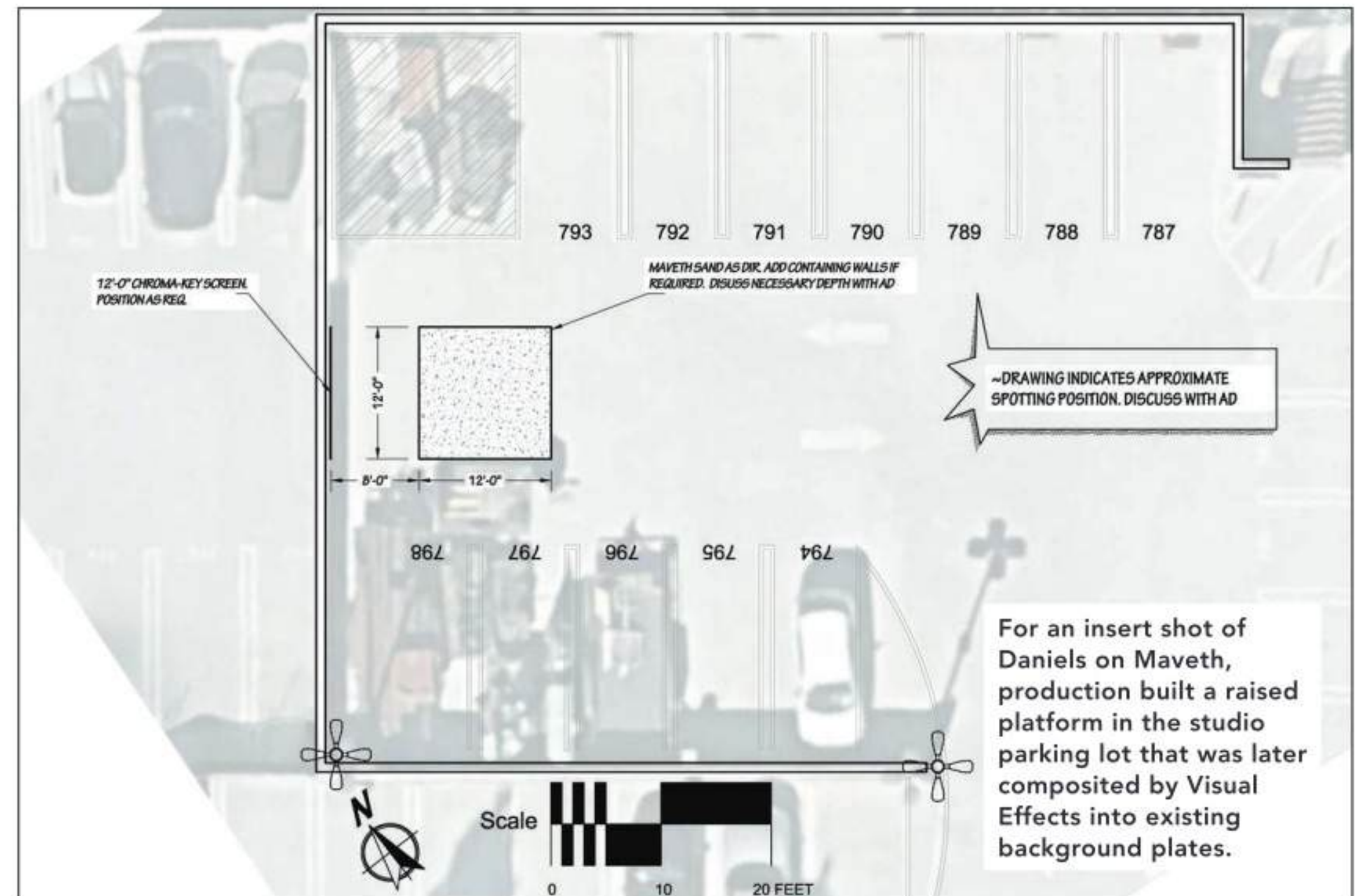
"He decided to do it, but he maybe didn't have to," Executive Producer Jed Whedon says. "And then he blames himself for the fact that his decision unleashed a hell-beast on our planet. People on our show have to make horrible decisions, and then they have to live with those consequences."

"I think part of the audience was probably exuberant that the bad guy was killed, but I also hope that people registered that Coulson did something very terrible at the cost of doing something that he would normally condemn," Bell says. "We play that out over the back half of the season as Coulson wants to atone and wants to redeem himself. And whether that's something he can do or not, I think the desire to do that and the choices you make springing out of that can be redemptive on their own. He will always have that mark on his soul. Whether or not he and others can forgive him... those are questions that are beyond us at this moment."

With Coulson temporarily abdicating his leadership role, May must make a difficult decision of her own—seemingly sealing the fate of Daisy and Mack. "May is loyal, she's true, she believes, she always does the right thing—and in spite of that the universe just keeps kicking her in the teeth," Bell says. "But she takes it and keeps

going with remarkable strength. And to send her off with such happiness at the end of last season, then come back and realize something went wrong, and then for her to learn her husband had become this thing she despised. She still continued to hang onto a shred of hope, but in this moment, she realizes he killed all the imprisoned Inhumans. And so to have him walk into her life one last time at the end and say that he wanted to see her one last time before he turned was a beautiful moment. And for May to admit out loud that she doesn't want to hold onto hope...to me, that's incredibly sad. Ming-Na is amazing at portraying and carrying the weight of that."

"It's like that phrase: The only reason she's been given this burden is because she can carry it," Co-Executive Producer Paul Zbyszewski says. "The only reason we give Ming-Na these dramatic opportunities like this is because she crushes them. She's spectacular in these moments, and to see such a strong woman have a moment of vulnerability is such a window into that character and that person's soul. You see a lot of that in her eyes—so much of that isn't in the dialogue, it's in the descriptions, and she's playing all of that in her eyes and in her expression. You really feel it. Ming-Na is fantastic in that the character of May is so different from her own—people don't know truly what a performance she's giving in playing this character. I love writing for her."





S.H.I.E.L.D. DEBRIEFING

BOUNCING BACK

DIRECTOR: RON UNDERWOOD

WRITER: MONICA OWUSU-BREEN

PRODUCTION DATES: NOVEMBER 13, 2015 — NOVEMBER 25, 2015

ORIGINAL U.S. AIRDATE: MARCH 8, 2016



BOUNCING BACK

MISSION DESCRIPTION:

THREE MONTHS FROM NOW

A Quinjet floats in space in catastrophic condition. An unidentified S.H.I.E.L.D. agent, a cross necklace, and tendrils of blood drift weightlessly inside before the Quinjet is engulfed by flames.

BOGOTÁ, COLOMBIA—PRESENT DAY

A police convoy is ambushed in a firefight. The officers' pistols vanish into thin air, along with the contents of their van. Elena Rodriguez—wearing a gold crucifix similar to the one seen floating in space—opens the stolen cargo to find riot gear and weapons.

PRICE'S APARTMENT

Coulson and May meet with President Ellis, who is concerned about the "Inhuman problem." He plans to appoint a new head of the ATCU—answerable to Coulson. S.H.I.E.L.D. will continue to exist as a black-ops organization. The president can't help with the hunt for Malick, though—he's untouchable.



In Bogotá, Daisy and her team arrive at the police station, believing the robbery was committed by an Inhuman. The Terrigen has spread internationally. Police Colonel Victor Ramon tells them his force is already overwhelmed with drugs, guns, and kidnappings; now they have to deal with aliens, as well.

"All it takes is
one tainted fish
taco, and poof."

— HUNTER

Mack finds heavy footprints and notices a woman wearing scraped-up steel-toed boots—Elena. She knocks Mack unconscious before he can react; he wakes up tied to a sink in her apartment. Speaking in Spanish, Elena tells her cousin, Francisco, that they need to move up their plan. Mack attempts to escape, but is shocked to learn Elena has the ability to travel at super-speed, then snap back to her original position—like a yo-yo.



On *Zephyr One*, Simmons reviews security footage of Mack's kidnapping and pinpoints Elena, moving six meters in one-thirtieth of a second.

S.H.I.E.L.D. HQ

Fitz helps Coulson use the T.A.H.I.T.I. memory machine on Werner Von Strucker, who remains in a vegetative state following his torture. At first, Strucker resists, pleading for Coulson to kill him. Eventually, he reveals a dead-drop location for contacting Malick.

HYDRA HQ

In a slick new underground base, Malick and Giyera enter a sequestered room to find Ward's body slowly recovering, though it's emaciated and pale. Ward, however,

"You don't believe I am what they say. Once I'm strong enough, you will."

— HIVE

is dead: This is the entity known as Hive. He can barely stand and doesn't speak. He's hungry. Malick gives him a meal of raw meat while Hive begins catching up on hundreds of years of Earth history. Mack is tied to a chair. Though he can't understand her Spanish, Elena insists she isn't a criminal. She wouldn't use her God-given gifts for sin. The ground rumbles with the arrival of Daisy, Morse, and Hunter. Elena tries to make a break for it but slams into an energy shield and is knocked unconscious; they take her back to *Zephyr One* in a containment module. Daisy tasks Morse and Hunter with tracking down Francisco while Joey talks to Elena in Spanish. She's suspicious despite his warm welcome but eventually relents, revealing she and her cousin stole the guns to help their friends who are being persecuted by corrupt police.



Morse and Hunter find Francisco throwing the stolen weapons into the river—just as Colonel Ramon arrives. With him is Officer Lucio—an Inhuman. Lucio pulls down his sunglasses, paralyzing Morse and Hunter with Medusa-like powers. They shoot Francisco, and take Morse and Hunter into custody.

Francisco's body is brought back to the *Zephyr*. Mack releases Elena from the containment module and offers his condolences for her cousin's death, with Joey translating. They find common ground in their faith, and she agrees to help Mack—as long as they're both fighting the bad guys.

"We believe the same thing. We need to help each other to stop them." — MACK

At the police station, the effects of Lucio's powers are wearing off. Lucio enters and again paralyzes Hunter. Ramon holds him at gunpoint, demanding to know why they're in Bogotá. Meanwhile, Elena uses her powers to steal a key card. As the team enters the compound, Joey melts the police arsenal into a ball of guns. Lucio springs into action, but Mack is able to save Morse, who warns them of the Inhuman's ability. Joey melts Lucio's sunglasses to his face, blocking his paralyzing gaze, and Elena handcuffs him.

ANTIQUE STORE/HYDRA FRONT

Coulson enters an antique store and uses the passphrase Von Strucker gave him.

"Perizad sent me. We went to Princeton together."

— COULSON

Coulson is shown a secret room, where he finds a phone with a direct link to Malick. This isn't a covert op: Coulson promises Malick he'll pay for Price's death. While they talk, Coulson plants a chip on the receiver that May uses to track Malick's location and map every connection to the direct line.

At the police station, Daisy and team clean up after the attack. But before they can arrange a containment module, a Hydra chopper ambushes them and takes Lucio.

Later, on the *Zephyr*, Joey tries to convince Elena to stay with S.H.I.E.L.D. and learn how to harness her abilities for good. She's not interested: She already knows how to control her powers, and her responsibility is to her family. She still has to explain Francisco's death to them. Observing the exchange, Mack tells Daisy that Elena would be a valuable asset to the team. Daisy sees through the ruse—Mack has a crush. But they agree Elena should stay in Colombia—at least partially because it will be harder for Lash to kill all the Inhumans if they aren't concentrated in one place—and Daisy gives Joey the weekend to visit his family, too. Both of them receive high-tech smart watches to keep in contact.

"I'll see you soon, Yo-Yo."

— MACK

S.H.I.E.L.D. HQ

The team takes time to decompress. In the lab, Fitz and Simmons address the awkwardness between them since Simmons' return and Daniels' death. Simmons suggests they start back at the beginning, and the two pretend to introduce themselves to one another for the first time. Meanwhile, Daisy offers Lincoln the same deal she gave Elena and Joey: As long as he remains on-call, he can return to his normal life. To her relief, Lincoln wants to stay. The two kiss. In Coulson's office, he and May share a glass of whisky as Coulson tries out a more lifelike artificial hand. A news broadcast announces that Malick's shell corporations are slowly losing value on the stock market. Coulson confesses that he's changed—Maveth was a turning point. But he doesn't know what it means yet. May does.

"You joined the Cavalry."

— MAY

At Hydra's hideout, Lucio demonstrates his powers for Malick and Giyera, who are impressed. Hive is slowly regaining strength. He extends a hand to greet Giyera, and the flesh dissolves into a flurry of nano-parasites that envelope Ward's body.

**TAG**

President Ellis reveals to Coulson his choice for the new head of the ATCU: Brigadier General Glenn Talbot.

FIELD-OP NOTES:

- Speaking Spanish puts Joey at ease and reminds him of home.
- Hunter took contagion-infected fish-oil pills, hoping for x-ray vision...to no avail.
- Inhumans at Afterlife were taught that the abilities of each Inhuman filled a specific evolutionary need. The powers are not random.
- Elena's speed is limited to the distance she can travel in one heartbeat.

RUNNING BEHAVIORAL OBSERVATIONS:

- A Mysterious Crucifix Necklace — 1
- Fresh and Delicious Pescado Loco Tacos (Inferred) — 1
- Mack and Elena Have Faith — 1

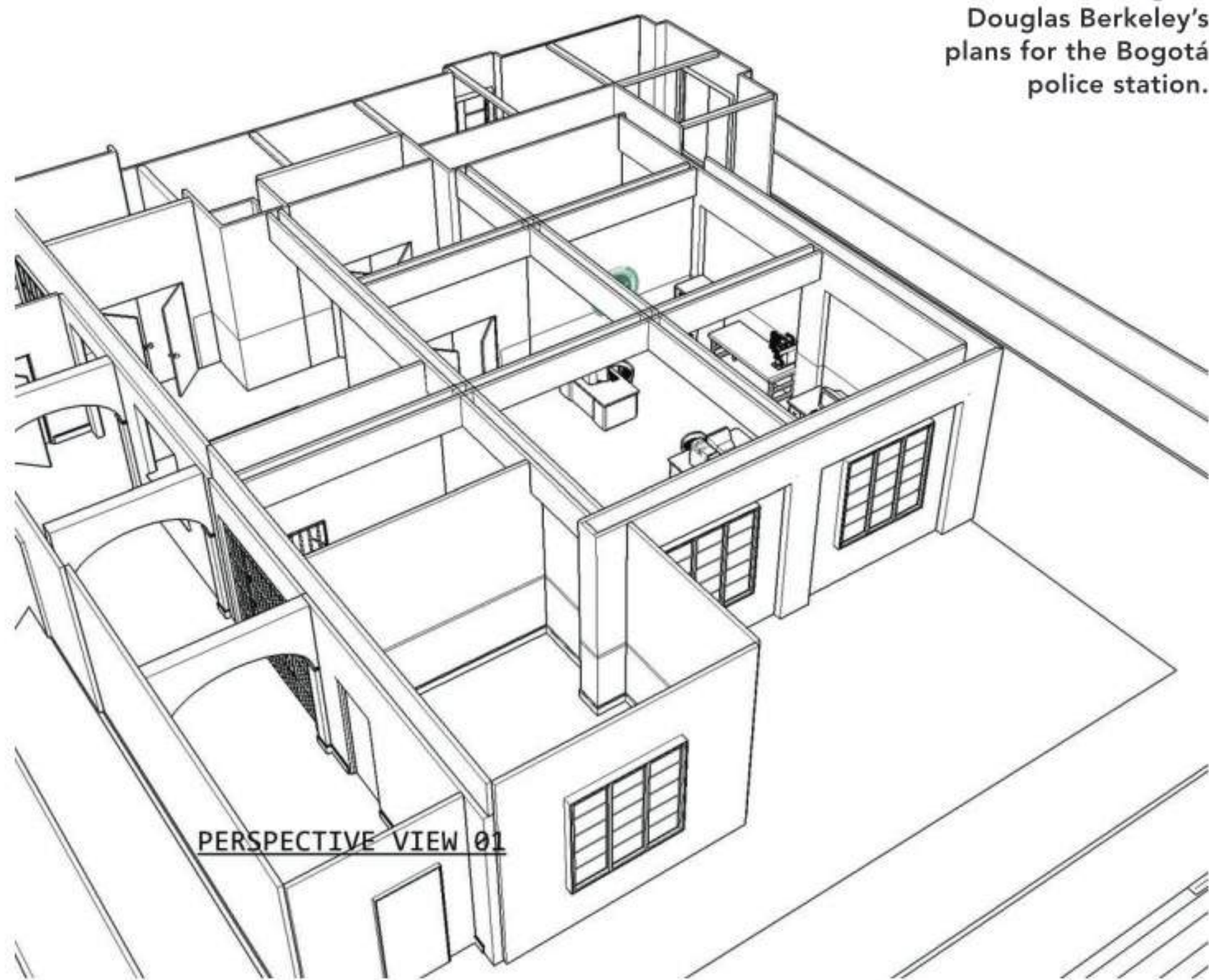


JOINING THE CAVALRY

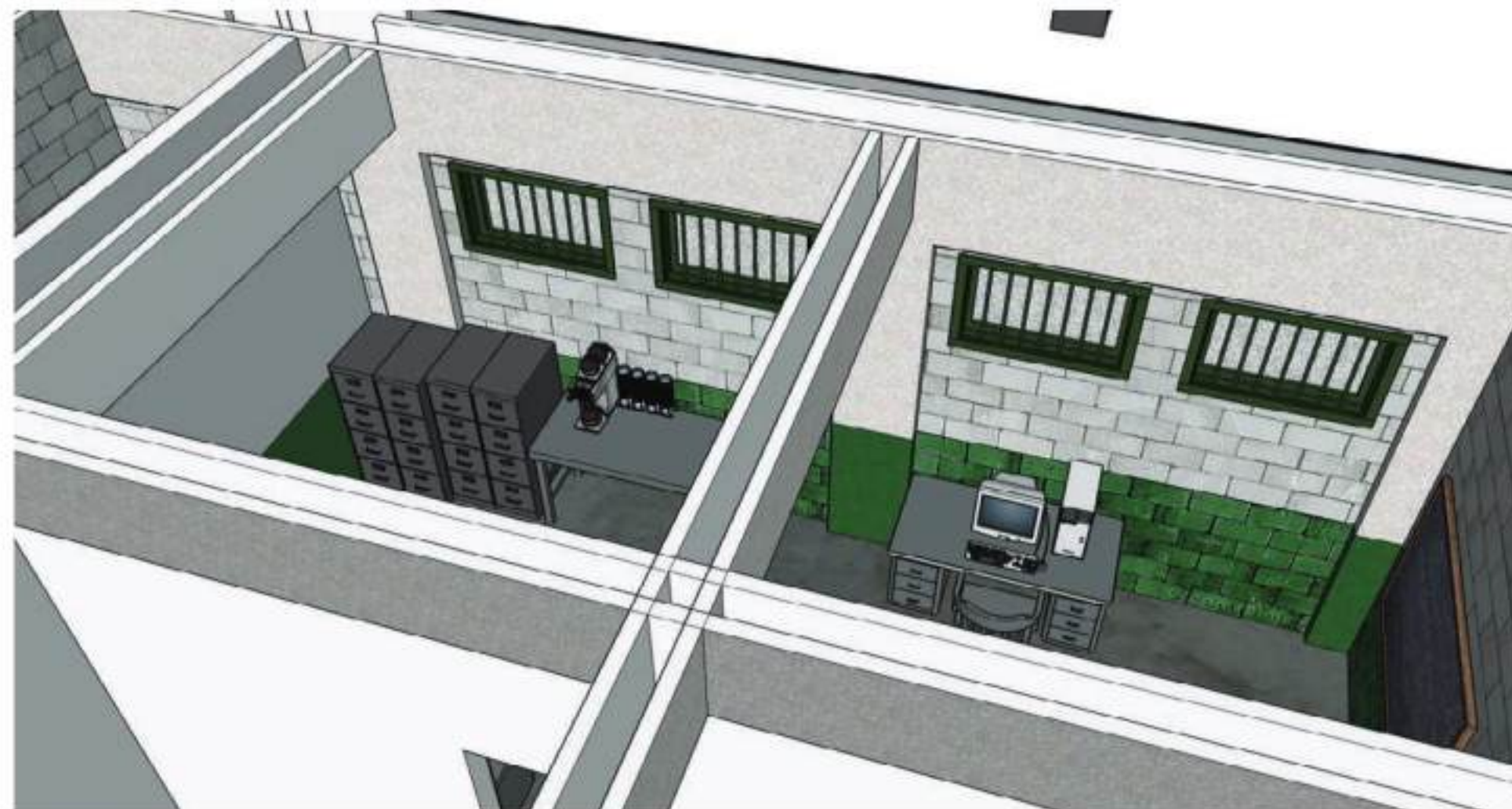
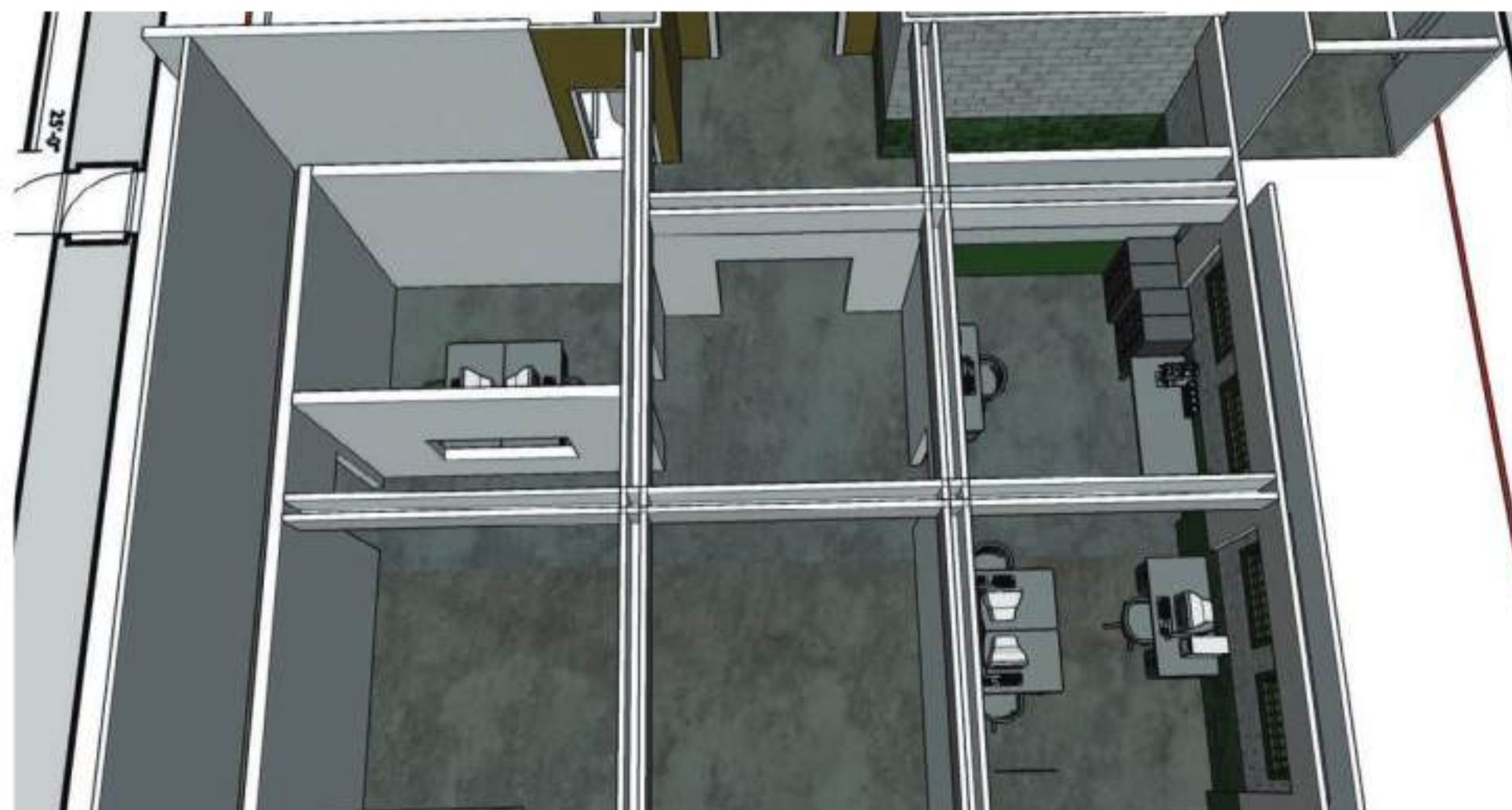
The episode opening teased a vision of the future—not just for fans, but also for cast members, who hadn't yet read scripts for the coming installments. For now, the episode's two big developments would have to suffice: The Secret Warriors finally get down to work, and Hive shows his true character—which would require a different kind of performance from Brett Dalton.

"The showrunners sat me down in their office, much like they had done when they told me that Grant Ward was going to be revealed as Hydra, and said, 'So Ward is gone, but you are still on the show, and you're going to be playing this new being,' Dalton says. "I've been playing Ward for the last two and a half years, so it took a while to find this new character. It was a team effort, and it was a learning curve at first because Hive in the first two episodes is bedridden and stuck in this dead host trying to get back to health."

Set Designer
Douglas Berkeley's
plans for the Bogotá
police station.



"Writing Hive has been a great challenge for all of us and a testament to Brett for finding a way of embodying this being," Executive Producer Jeffrey Bell says. "He's gone from being a clean-cut, square-jawed Grant Ward, to the Hydra Ward who was a traitor, to this third incarnation. The challenge is to write him as a villain, but to find a way of him speaking and talking that's as natural as possible. When



we see him in this episode, he's wounded, he's recovering, and he's weak. For this emaciated version of Ward, Brett speaks from way up top of his torso. There's no power behind it—it's quiet and barely has any breath. He doesn't talk from his diaphragm at all when he first comes back. It's like a dead guy talking. Then we talked to him about finding voice and finding strength; there's a stillness to him that's very creepy. And it was a process. We'd work together with Brett to find a voice that wasn't too much or too alien or too little."

"Brett's performance made all our jobs a lot easier," writer and Consulting Producer Craig Titley says. "From that first scene and into 'Parting Shot,' he just had a handle on this character. Past that point, in writing Hive, we really had the voice. And I think we owe a lot of that to Brett's performance."

FOOTSTEPS THROUGH TIME

The introduction of three new Inhumans with vastly different powers—Hive, Elena, and Lucio—required careful collaboration in all stages, from design to VFX.

Hive's ability stems from the nano-parasites that comprise the entirety of his being; the particles' emergence is accompanied by a corresponding subtraction of mass from his form. "It's really just flakes of this thing that covers up what we see as Ward," Visual Effects Supervisor Mark Kolpack says. "I'm always after trying to make sure we see a cause and effect. If they don't affect his hand, there's no cause and effect. He'd have an endless stream coming from nowhere. So having the skin wear away as these particles stream off his hand gives us the idea that these particles look like his epidermis. But they're not really skin—they're parasitic."

"Mark Kolpack is so enthusiastic about what he does and has an idea of what things look like that we'll discuss with him," Dalton says. "Sometimes he has pre-vis, sometimes he even acts it out for us and we put our own spin on it. He paints a pretty clear picture, and then we play with it. So with Hive's particulation, it's a very open-handed gesture. Considering Hive's motivations and his plan for global unification, the gesture is very fitting. It's very welcoming—even though, if you're not Inhuman, there's some destruction that might ensue afterward."



Natalia Cordova-Buckley and Director Ron Underwood.

Natalia Cordova-Buckley, who plays Elena, is a runner in real life. "I did track when I was younger, so it's very interesting that the super power that came to me was always something I've always kind of really related to," Cordova-Buckley says. "The first time on set that the director yelled action, I just took off—they couldn't believe how fast I was. They couldn't keep up with me."

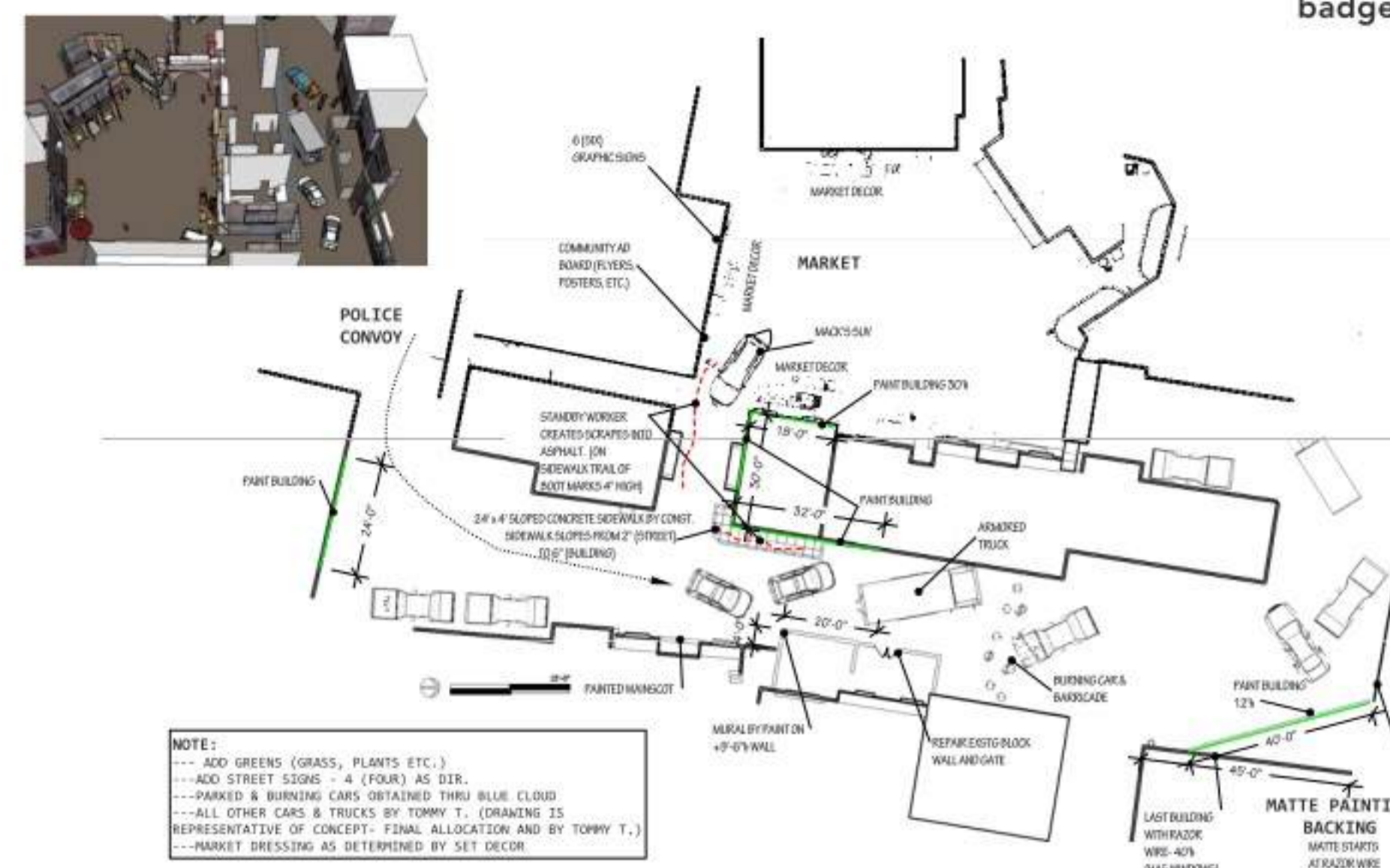
"We needed a ton of design time with Yo-Yo," Kolpack says. "It was important that she didn't look like other characters with similar abilities. Elena is a speedster with a certain weakness in that she can only go so far before she snaps back to where she started. Time is relative at that speed. It's like driving a car fast and passing people moving slowly—they look like they're parked. So there were a lot of research images that I put together for Elena to try to figure out what this human body would look like when it's moving that fast."

Kolpack turned to the "Persistence of Vision" theory for the sequence in which Elena steals a police officer's keycard: There would be multiple versions of Elena trailing behind her because she was moving so quickly. "At the same time, those images are decaying," Kolpack says. "So it looked like a ghosting vapor of herself that was decaying behind her as well as giving a little bit of a sense of energy because she's kinetic and fast. In that instance, if you look at the shot where she runs from left to right across the police station, she creates a small bow-wave in front of her, because she's moving so fast she's pushing the air in front of her out of the way."

The technique paid dividends during Elena's capture in a containment module. "We had little nozzles of air surrounding Natalia firing intermittently," Kolpack says. "The idea is that she's moving so fast, there are eight iterations of herself moving around her. She's looking at them through the window, but looking for ways to get out of there simultaneously. She's multi-tasking—that's how fast she is. To accomplish that, we had eight different passes of her digital double running and streaking by in a blur, and then we added that little bit of energy and warp coming off her staring out the window."



Graphic Designer Monica Fedrick's mockup for Elena's employee badge.



The director's plan for the Bogotá police ambush by Set Designer Thomas Machan.

WE ARE HIVE

Hive first appeared in 2009 in *Secret Warriors #2*, the result of Hydra's experimentation in genetic engineering. Answering only to Baron von Strucker, Hive was able to reanimate the dead and consume the body of a host organism. It was only fitting that S.H.I.E.L.D.'s most persistent nemesis on the show—Grant Ward—would evolve into a terrifying parasite.

"We're huge fans of Brett," Executive Producer Jed Whedon says. "And this was another way to not only give him a challenge but to escalate Ward. There's still an aspect of the character we came to know in there, but we wanted to give it something extra."

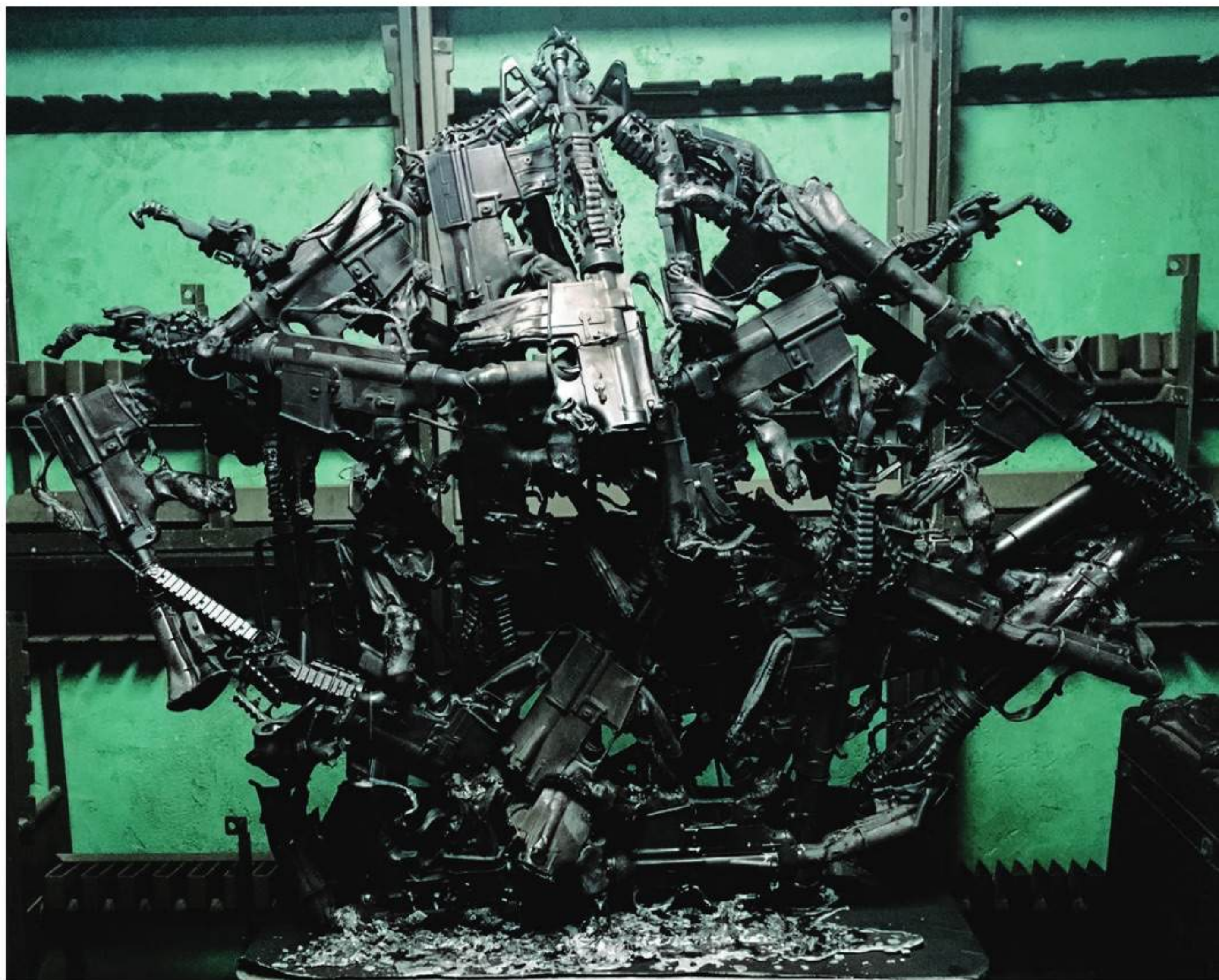
"As an actor, it's a dream," Brett Dalton says. "There was a big shift that happened in Season One, and I think because of the success of that, they felt comfortable in continuing to give me big twists and turns. I was just eating it up. I was so thankful."

"Also, I think we were very interested in seeing how the team would respond to crossing paths with the man they all knew still standing," Executive Producer Maurissa Tancharoen says. "And if he does have Ward's memories, how does that play into scenes with our characters?"

"One of the challenges is that any time you have an antagonist, you want to know their motive," Bell says. "To be able to embody an antagonist with somebody who we already have feelings for makes it immediately interesting. And Brett puts a face on it that comes super-loaded for us and is much richer than a generic monster—in the same way that Lash was much more interesting to us once we understood he was actually Andrew."

"There's a poise and a stillness to him," Tancharoen says. "There's an elegance to his language. But we didn't want it to be too foreign or alien. And Brett, because he's such a talented actor, really runs with it."

"He can't just walk around in the real world and be so crazy and weird that everyone immediately knows that he's an alien," Dalton says. "So there had to be smaller things that I did to hint at a centuries-old being. We gave him an efficiency of movement; when you see him fight the Kree Reaper, he moves with his hands behind his back. There was a distinct and slow, measured tone to his voice, and I gave him small mannerisms like a head tilt. The whole thing has been a beautiful collaboration, and I think the result is really cool."



A SURREALIST SCULPTURE

A brief but particularly striking moment came as result of Joey melting the police arsenal into a breathtaking sculpture. Property Master Scott Bauer amassed a large collection of prop guns, and then turned them over to Special Effects Supervisor Gary D'Amico to transform into the noteworthy design seen on screen.

"It was mostly plastic with some metal parts throughout," Property Master Scott Bauer says. "Gary and I talked about the design of the sculpture and what we could do with the props, and we came up with some ideas that we showed to the producers. Gary really completed that concept. It just turned out incredibly well."

NATALIA CORDOVA-BUCKLEY

ELENA "YO-YO" RODRIGUEZ

Yo-Yo Rodriguez—a.k.a. Slingshot—first appeared in 2008 in *Mighty Avengers* #13, going on to become a trusted ally of Nick Fury and Daisy Johnson in the pages of *Secret Warriors*. The relatively unknown but enormously talented Natalia Cordova-Buckley brings Yo-Yo to the screen.

"She was really a newcomer," Casting Director Sarah Halley Finn says. "Often we'll support readings for a character by gathering demo tapes and reels on actors so that we have materials that everyone can see to get a better idea of their body of work. We were a little hard-pressed because there wasn't much material we could show for Natalia quite yet. But that makes the sense of discovery with a new talent all the more exciting—you really can give someone a platform to show their talents and play a role that people really respond to."

The character also brings multilingual diversity to the show: Cordova-Buckley had to read for the role in both Spanish and English. But when she auditioned, the actress was considering a career change. "When I got the role it was magical, because it gave me the hope I needed to continue with my dream," Cordova-Buckley says. "It's kind of how people say the universe works. When you're in desperate need of something, it comes back to you. I was so thankful that they liked me, and that I had the blessing to work with this incredible crew and cast, which is one of the best groups of people I've ever worked with."

"We knew that this character needed to be tough and strong," Casting Associate Hannah Cooper says. "We read a lot of people, but found there was something immediately unique and special with Natalia as soon as she came in. She brought an added piece to the team—a quality and energy that was distinctive from anyone else."

"I absolutely love working with Natalia," Henry Simmons says. "She is a solid actor, she's a wonderful human being, and when I see that I have scenes with her, I'm immediately excited."





S.H.I.E.L.D. DEBRIEFING

THE INSIDE MAN

DIRECTOR: JOHN TERLESKY

WRITER: CRAIG TITLEY

PRODUCTION DATES: NOVEMBER 25, 2015 — DECEMBER 9, 2015

ORIGINAL U.S. AIRDATE: MARCH 15, 2016



THE INSIDE MAN

MISSION DESCRIPTION:

HYDRA UNDERGROUND BASE

Hive is impressed by Grant Ward's memories: Ward is a good soldier and a perfect host. Malick offers Lucio as a gift to Hive, who accepts. His hands particulating, Hive envelopes the Inhuman.

At an airport, Talbot and his wife, Carla, share a tense goodbye. She's upset he always chooses career over family, though he protests he can't say no to the president. When Carla leaves, Coulson appears—he's been following Talbot. They need to prepare for a symposium in Taiwan. The two are being tailed by a man in a trench coat.

"You know I'm technically your boss now, right? But I'd prefer to be partners." — COULSON

S.H.I.E.L.D. HQ

The team preps for Taiwan. Though it's a diplomatic conference, Hunter wants to take as much weaponry as possible. Daisy is irritated by the event's title, "A Symposium on the Alien Contagion." No wonder everyone is afraid of Inhumans.

"People fear what they don't understand."

— MORSE

Under close observation by May, Lincoln runs his first covert surveillance operation—tailing Coulson and Talbot. Talbot thinks the symposium is a waste of time, but Coulson intends to use the meeting to find out whether other countries are harboring Inhumans. Lincoln recognizes the other tail: Carl Creel. Lincoln attacks, but Creel turns to rubber by absorbing the properties of a tire, then metal when May hits him in the head with a tire iron. Lincoln finally knocks him out with an electric blast. Talbot confronts them. Creel isn't an assassin—he's Talbot's bodyguard.

Creel is taken into custody. It's a mystery how he survived contact with a Terrigen Obelisk—although enhanced, Creel isn't Inhuman. Hunter wants retribution for Creel's murder of his former partners, Hartley and Idaho, but Talbot refuses to go to the symposium without Creel. Coulson agrees, realizing Creel can pass scans for alien DNA and serve as protection since neither weapons nor Inhumans are allowed at the conference.

At Hydra's HQ, Malick interrupts Hive's study of human history, impatient with Hive's rehabilitation. Malick suggests they find him a new host. Hive says he needs time and makes a request: five humans for feeding.

Coulson briefs his troops on *Zephyr One*. There are five delegates attending the conference, and any one of them could be Malick's inside man. They're to gather intelligence, find the inside man, and then "deal with him."

TAIPEI, TAIWAN

Coulson arrives undercover with Talbot, who is utterly miserable in a traditional

changshan (long shirt). They mingle at the reception, meeting Russian delegate Anton Petrov, who immediately arouses Talbot's suspicions when he calls the Inhumans "creatures." Also present are South African delegate Nathi Zuma, Taiwanese host Xiao Chen, Japanese delegate Haruto Yakimura, and Australian delegate Ellen King. Talbot mistrusts everyone. As Coulson shakes their hands, his new artificial limb scans their palm prints into a database, which feeds into a 3-D printer that produces replicas allowing his team access to the facility.



First Assistant Director Xochi Blymyer, Director John Terlesky, and camera operators Bill Brummond and Nate Childe on set with Adrian Pasdar.

At HQ, Daisy trains with Lincoln. Simmons interrupts a romantically charged moment: She believes Creel's blood is a vaccine to the Terrigenesis process. It can even reverse the effects. The realization causes a rift between Daisy and Lincoln: She sees being Inhuman as a birthright, but Lincoln believes it should be a choice.

As the conference begins, May, Morse, and Hunter infiltrate the delegates' hotel rooms, searching for clues. Petrov suggests Russia will set up a sanctuary within its borders for the Inhumans. The delegates are talking about peace, but it's clear this is an arms race to gather as many Inhumans as possible. As Hunter enters Yakimura's room, he looks out a window and sees Creel leaving his post. Hunter tails Creel to a truck containing a gel-matrix case holding a 12-year-old boy in stasis. Creel catches Hunter and knocks him out cold.

May intercepts an encrypted outgoing text from King instructing her people to move a captive Inhuman in their possession. In King's room, Morse finds a safe hiding photos of the Inhuman. She may be experimenting on Inhumans, but it doesn't appear she's connected to Malick.

Talbot abruptly interrupts the conference and accuses Coulson of being a Hydra spy—and he's backed up by the arrival of Malick. Coulson is taken into custody. Talbot has betrayed them, but for good reason. Malick is holding Talbot's son hostage in stasis. Coulson and Talbot are thrown into a cell, and Malick orders his men to kill them both.

Elsewhere, the rest of the team rushes into action, armed with guns smuggled in by Hunter—who's recovered from his run-in with Creel. May goes for Talbot's son, Morse and Hunter for Coulson and Talbot. But Creel beats them to it and rescues the pair. Talbot's son is safe—Creel had attacked Hunter to protect his cover. They reunite with Morse and Hunter and fight their way out; Creel saves Hunter's life, though Hunter doesn't believe that makes them even. Coulson sends Morse and Hunter after Malick.

"Good guys are hiring. You don't get to kill people in cold blood, but we've got a really good retirement plan."

— COULSON



At HQ, Daisy apologizes to Lincoln for reacting so militantly to the possible vaccine. Lincoln admits he's still afraid of his abilities, and he's jealous Daisy is at peace with her powers. The moment gets passionate.

Zephyr One heads home. Talbot and his wife reconcile

"Sometimes it's good to lose control."

— DAISY

now that their son is safe. Coulson and Talbot are partners—for now. There's been no word yet from Morse or Hunter, but the team did extract Ellen King's test subject and get him to safety.

Coulson has a bad feeling Malick isn't the last remnant of Hydra—he's answering to someone, somewhere. Meanwhile, an Adonis-like Hive has fed on human flesh and recovered completely. He's ready for the next step.

TAG

On Malick's private jet, Malick and Petrov toast to a proposed sanctuary state for Inhumans in Russia. They're unaware that Morse and Hunter have stowed away in the cargo bay.



FIELD-OP NOTES:

- Hive is unable to inhabit the body of an Inhuman.
- The Inhuman freed from King's possession is Eden Fesi, who in the comics serves on the Secret Warriors team and later the Avengers.

SPARKING A CIVIL WAR

Questions of power and balance resonate not only in *Marvel's Agents of S.H.I.E.L.D.*, but also throughout the Marvel Cinematic Universe. "Leading into *Captain America: Civil War* and this debate about how people with powers should be treated, we liked those conversations because we felt like both sides were easy to argue," Executive Producer Jed Whedon says. "One side is civil rights: Just because you're different doesn't mean you should be treated differently. And the other side is weapons regulation: If a person has a power, they have a weapon, and should they have that right? So there's a lot of good debate that we leaned into this year."

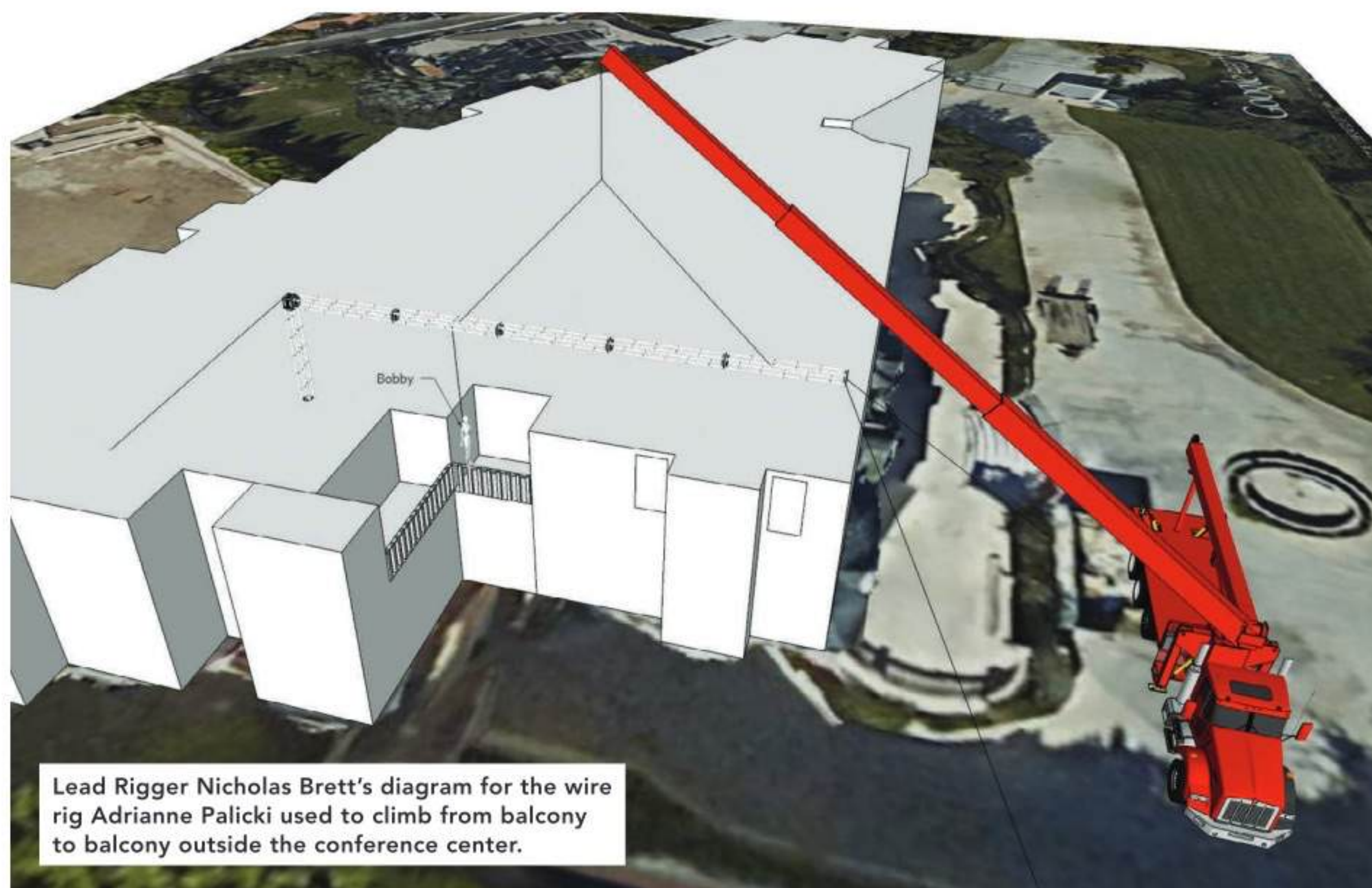


"This may be one of the first times that the debate that becomes part of *Civil War* is actually discussed," writer and Consulting Producer Craig Titley says. "We wanted to tee up that debate as well as the related themes that exist within our own characters—this prevailing theme of balance throughout the season, and the question, 'Should these Inhumans be a part of this organization or not?'"

"This year, we've really delved into what it means to be different," Executive Producer Maurissa Tancharen says. "And we've really explored how those differences scare other people."

Addressed along with the themes of difference and rights is the matter of free will. "At the center of the show is this question, 'If you could choose to have this ability, would you want to?'" Whedon says. "Is it a choice? And how do we treat people who change? Do they immediately have the freedom to be who they want to be, or is it a dangerous weapon that we have to control?"

The episode's title, "The Inside Man," reflects the classic spy tropes of mistrust and misdirection. "It's always tricky but usually fun because you want to make everybody a suspect," Titley says. "It's very much about trust. When you're a spy, there's a fake persona that you have to present. As a spy, you sometimes have to lie to people who you need as allies. And what happens when they uncover the lie? Does that destroy the relationship, or is there a mutual understanding? If you look at the title of the show, who is Coulson's true inside man? Versus Talbot's? Versus all these other people at the table at the symposium? They all have these exterior expressions of their views on things. But is that legitimate, or is there an inner motive that's more legitimate? Like with Petrov, when we realize he's essentially running an arms race."



Lead Rigger Nicholas Brett's diagram for the wire rig Adrienne Palicki used to climb from balcony to balcony outside the conference center.

Talbot's new assignment changes his dynamic with Coulson, but Clark Gregg and Adrian Pasdar did their best to preserve Season Two's sense of banter and fun in the pair's interactions. "I think that they've found something of value in the relationship between Coulson and Talbot," Pasdar says. "Keeping the comedy in a show like this—coming from a guy who's generally perceived as a hard-ass—has a tremendous value if it's done right. And that also really comes in the editing. We end up handcuffed together, and that's just funny. These two guys locked together, trying to get out of a situation, relying upon their wits."

"There was an extended sequence that was cut for time where Coulson and Talbot were handcuffed together for much longer," Titley says. "For me, it was thematic—the human and Inhuman world being handcuffed together and forcing their integration. They could try to go in separate directions, but then everybody loses. Or you can figure out a way to make things work—which is almost always a theme in the Marvel comics."

The episode also plants the seeds of discord between Daisy and Lincoln as they debate the merits of a cure for Terrigenesis. "Daisy's in a leadership position, and Lincoln's not," Luke Mitchell says. "And they have opposing viewpoints, which I find really great. He's not

a yes man—he's a little bit of a wild card. He's not shy for standing up for what he sees as being right."

Their argument harkens back to Daisy's difficult past and hints at the changes to come. "This truly goes back to Daisy being in a van and isolating herself in the pilot," Titley says. "Daisy is a tragic hero. She's always been a prisoner of her own making. Her van was a prison. This underground S.H.I.E.L.D. bunker is a prison for her. She's isolated herself physically and emotionally because of what happened with her parents, then she finds a semblance of a family in S.H.I.E.L.D. but is still isolated in a sense. And I think there's a part of Daisy that would just like to open up to someone like Lincoln, but she's still guarded and there's a question of whether she'll ever be able to let that guard down. Sadly, the only time that she's able to let her guard down is later when she's under the sway of Hive and she's found the ultimate connection that she's always been looking for, and unfortunately it's with this parasite. The only time she's truly free is when she's under his control, and once again—she's a prisoner of his mind control."

Lincoln, too, struggles with his history. "I'm not an angry person whatsoever," Mitchell says. "And so I really find those scenes challenging, but fun, because it's so different to me. I think it'll be really interesting to see Lincoln's anger unfold and get a sense for the audience's reaction to that."



Director John Terlesky.

DRIPPING WITH GOO

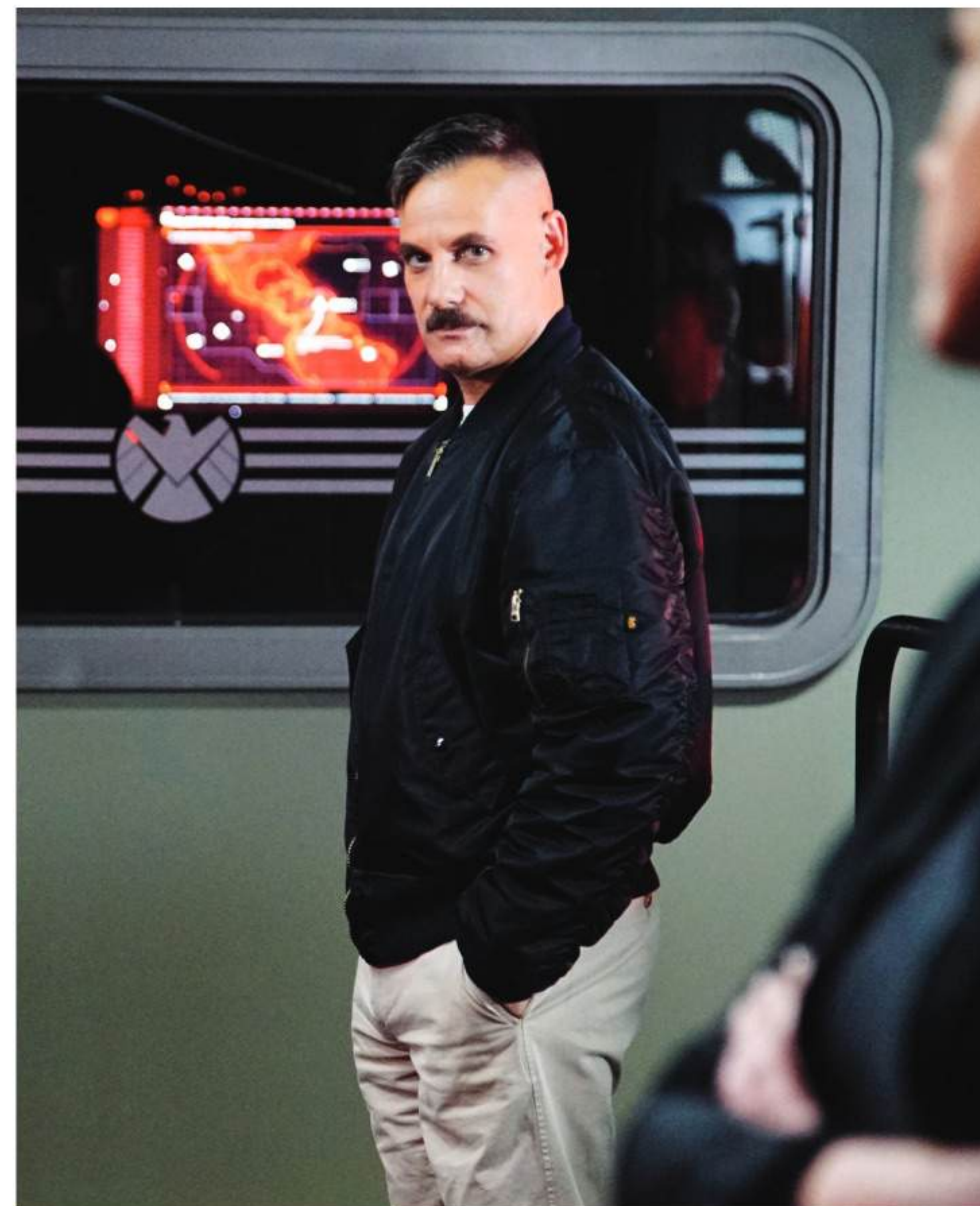
Emerging from his feast on five unassuming humans, Hive finds himself at full strength. Helping establish the change was a striking, slightly alien visual effect: plasma discharge.

"We saw a photo series online of a photographer that covered various people of various ages and sizes in honey, and they were all really fantastic pictures," Jeffrey Bell says. "We thought, 'This is like a birth; we should do that for Hive.'"

Simultaneously beautiful and unsettling on-screen, the shot was less picturesque on set. "Brett actually did not have a good time with that sequence," Maurissa Tanchoren says. "I think we promised him that the goo was going to be slightly warm, and we attempted to warm it, but after a while it got a little iffy."

"Cold, dripping goo," Whedon says.

"It was a thickening agent made from seaweed that I think they use in milkshakes," Dalton says. "They insisted all day that it was going to be warmed up and not that big of a deal, and on the day, they were like, 'Eh, sorry, it got cold.' So here I am, in front of everybody in my underwear, putting this cold goop that looks like gravy all over my body. I usually ask for retakes, but in this instance I was begging for everyone to just get it done. I'm glad that the end result was as cool as it was, but that was one of the most uncomfortable things that I've had to do on this show."



ADRIAN PASDAR

"BRIGADIER GENERAL GLENN TALBOT"

Returning guest star Adrian Pasdar was excited to jump back into the role of Talbot, even though it meant cutting his hair and growing back the brigadier general's trademark mustache (only a ten-day process, he admits). "The relationship that Talbot has with Coulson is really the key to the entire character and the book they're writing for him," Pasdar says. "That relationship is peripheral to his wife and even to his son, which is interesting."



The fingerprint scanner Coulson's team uses to access the conference.



S.H.I.E.L.D. DEBRIEFING

PARTING SHOT

DIRECTOR: MICHAEL ZINBERG

WRITER: PAUL ZBYSZEWSKI

PRODUCTION DATES: DECEMBER 9, 2015 — DECEMBER 18, 2015

ORIGINAL U.S. AIRDATE: MARCH 22, 2016



PARTING SHOT

MISSION DESCRIPTION:

INTERPOL BLACK SITE—MOSCOW

Morse is under interrogation by Inspector Andre Duval: She's accused of assassinating three highly decorated members of the Russian government. Luckily, the local government has intervened. Duval wants to know what she was doing in Siberia. She replies with an order for a cheeseburger.

Later, Duval interrogates Hunter in an almost identical room. Hunter insists he and Morse were on holiday, in the area picking mushrooms. Unamused, Duval comes at them from every angle, but the master spies are silent.

34 HOURS EARLIER

Morse and Hunter chase Malick's convoy across an airfield. Morse pins one vehicle with a laser-guidance system for Fitz to track on *Zephyr One*. The team surmises that Malick is en route to the Inhuman sanctuary in a decommissioned power plant. Morse and Hunter pursue, observing the plant from a distance. Coulson tells them to wait for backup before infiltrating the facility or taking a shot at Malick: On foreign soil, their interference would constitute an act of war.

While they wait, Morse and Hunter try to remember their last non-work trip together to a foreign country—and can't. Morse views it as a necessary sacrifice. Hunter is frustrated, and not only for personal reasons: Even when they have the head of Hydra in their sights, they can't take him down.

"There's a pattern emerging, and it always ends badly. I just need a break." — HUNTER

Their conversation is cut short when they spot a man in a metal helmet—presumably an Inhuman prisoner—being escorted into the facility at gunpoint. Suddenly, Russian guards descend upon the two agents, and they're forced to fight their way out. Over one

of the downed guards' radios, Morse and Hunter overhear that the cabinet ministers have arrived to meet with Malick and Petrov regarding the Inhuman sanctuary state.

May, Daisy, and Mack arrive in a Quinjet as backup. The team splits up: Morse, Daisy, and Mack go for Malick, while May and Hunter seek out the captive Inhumans—despite the fact that May hasn't forgiven Hunter for Garner's near death. May and Hunter come across a body hidden in a storage container: Yuri Krupin, one of the Russian prime minister's attachés.

Meanwhile, Morse has stolen a Russian soldier's uniform to track Malick and Petrov. Daisy struggles to hack into the plant's security feed—the computer's keyboard is ancient, and in Cyrillic.

"Daisy, you can hack the Pentagon and shake the Earth. You're gonna let a few backwards letters trip you up?"

— MORSE

Trailing Malick and Petrov, Morse overhears their plans to create Inhuman reservations, similar to those set aside for Native Americans, under the pretense of saving them. Morse plants a micro-camera for Coulson to monitor from the *Zephyr* as Petrov informs the cabinet members that the prime minister sent his attaché to shut down their project, and admits he ordered the attaché's death at the hands of Minister of Defense General Androvich—an Inhuman. Malick suggests the Inhumans need safety, and a leader. He proposes Petrov and his men stage a coup against the Russian prime minister.

"It's time we let the general loose."

— MALICK



May and Hunter, holed up in the cargo container, clear the air. May isn't certain she can trust Hunter, who does his best to apologize—but he's not convinced the mission should come before the agents.

Morse radios: Malick is on the move, and her cover is blown. Back on the *Zephyr*, Mack and Daisy observe as Russian government agents and guards release the man in the metal helmet: the general. Remotely, Simmons has performed an autopsy on the body of the prime minister's attaché, and it appears his neck was snapped without being touched.

"S.H.I.E.L.D. is about sacrifice—not for you or me, but for the greater good." — MAY

The stakes escalate when Coulson monitors four incoming AW-139 helicopters. The Russian prime minister is coming to shut down the project, unaware an Inhuman is waiting to kill him. Coulson orders his team to stop the assassination at any cost. Morse starts to move, not registering a shadow behind her.

May and Hunter see Malick and his men loading into a convoy of SUVs, but Coulson tells them the priority is protecting the prime minister—despite Hunter's protests. May and Hunter are to secure the minister, while Daisy, Morse, and Mack will contain Androvich.



May and Hunter take the prime minister into custody, but Petrov cuts them off. Before he can attack, Hunter shoots him dead.

Daisy, Morse, and Mack come face-to-face with the general—only to be attacked by his shadow. They're overwhelmed, unable to fight a sentient, superhumanly strong dark force that can shift its density at will. After Mack is knocked out, Simmons helps Daisy and Morse determine that the only way to stop this "shadowman" is to take out the general himself.

But the shadow slams Daisy into the ceiling and escapes. It catches up to Hunter and the prime minister. Left with no choice, Morse shoots the general point-blank, and the shadow dissipates. Morse surrenders as Hunter is clocked in the face by a Russian soldier's rifle. The two are taken into custody.

THE PRESENT

Hunter and Morse are placed into an interrogation room together, having endured lengthy individual sessions with Duval.

On the other side of the two-way mirror, the prime minister talks to President Ellis; he suspects that the two agents are operatives of a still-extant S.H.I.E.L.D. Coulson arrives, posing as the president's ATCU advisor, and reminds the prime minister that regardless of their affiliation, he's alive thanks to these two people. The prime minister is unyielding: Someone must pay for the lives lost.

Coulson enters the interrogation room and triggers a device in his prosthetic hand that scrambles the audio feed to the observation booth. It's a diversion for Morse and Hunter to make a break for it. But they refuse. The two agents know that if they flee, S.H.I.E.L.D. will be exposed—along with its Inhuman agents, revealing the United States as a player in the superhuman arms race.

As the audio comes back on, Morse and Hunter renounce all knowledge of S.H.I.E.L.D., claiming it no longer exists—despite the risk of prison, or worse.

Coulson returns to the *Zephyr* and tells the team that Morse and Hunter will be set free, but they can't come back to S.H.I.E.L.D. Their sacrifice has prevented another Cold War.

One week later, it's closing time at Teddy's Bar. As Morse and Hunter prepare to leave, they slowly notice that their former teammates are interspersed among the other patrons. It's a spy's goodbye, an unspoken parting of ways. Each agent buys Morse and Hunter a shot. They silently share the drink, then depart one by one. Mack is the last one to nod and exit, tears welling in his eyes.

"If there's a way out of this, I can't think of it. Not where everyone wins."

— HUNTER

"S.H.I.E.L.D. and this team is in the crosshairs. And the right thing for us to do is to take the bullet."

— MORSE

"They did that for S.H.I.E.L.D. For us. And they paid the price." — COULSON

TAG

Malick skeet shoots clay pigeons with his daughter, Stephanie. She knows about S.H.I.E.L.D. and Russia. She can't wait to meet Hive: They're going to change the world.

FIELD-OP NOTES:

- Though it was part of their cover, Hunter does indeed pick chaga mushrooms for a soup to be made at a later date.
- May has many skills—fluency in Russian is not among them.
- Morse and Hunter consider relocating to Trinidad and Tobago, but Hunter once had a run-in with a Nigerian drug smuggler there.

RUNNING BEHAVIORAL OBSERVATIONS:

- A Couple of Cold Bendeery English Ales — 1
- Why Don't Spies Speak Several Languages? — 1

"You ready, sestra?"

— MORSE

"Da."

— DAISY

THE SPY'S GOODBYE

Morse and Hunter's tearful goodbye was shot just before the cast and crew's holiday hiatus. A pivotal story point, it was a melancholy farewell for the fan-favorite characters, who now face a life of freedom from S.H.I.E.L.D.

"It's the challenge of a 22-episode season: How do you lay out those character arcs, and how quickly can you pay things off?" writer and Co-Executive Producer Paul Zbyszewski says. "You want to pace things so that the audience isn't bored or too shocked. It's easy to be jealous of the more limited series that only have 10 episodes because they can put their foot on the gas the entire time and never stop. But at the same time, you don't get that air, where everyone gets to take a breath and you get to explore a world. In limited series, you don't get a lot of time to live with characters and do episodes like Simmons being isolated on an alien planet."

"One of the most bittersweet things about this season is the triumph of being able to make Bobbi Morse and Lance Hunter so beloved that it was heartbreaking when they left the show," Head of Marvel Television Jeph Loeb says. "That spy's goodbye rocks you emotionally, and it's a combination of great writing and great connection between the audience and the people who are on the show."

Though one of the episode's final scenes, the goodbye was among the first written. "We were talking about the scene, and we were breaking roughly how the plot of the episode was going to lay out in terms of how we were going to justify two S.H.I.E.L.D. agents being disavowed," Zbyszewski says. "It's a secret organization, so we had to set the stakes so high that they had no other choice but to walk away for the good of the team. It was complicated. But the most important part of that story to me was that final moment—what's that going to look like? And that emotional component of sending these two characters off kept me up at night. I had this scene in my head and pitched a rough version of it late at night to Craig Titley."

"I started tearing up," Consulting Producer Craig Titley says. "And it sounds like he got the same response from everyone else. I think it will be one of the greatest scenes in the entire series."

"That stuck with me," Zbyszewski says. "So I slept on it, came in the next morning, sat down at the computer, and wrote it in fifteen minutes. I walked into Jeff Bell's office and handed him the pages and said, 'I think this is it.' And he read it and said that he would shoot it today. So that meant a lot."

"It's always really satisfying if you can do a scene cinematically, where we're not overtly telling you what the characters are feeling," Executive Producer Jeffrey Bell says. "That scene was a beautiful example. Any time we can take the dialogue out and play with a look, or play with a series of images—that's what movies and television shows do best over all other mediums, I think. Plays are about words and dialogue. But for me the thing that only we can do is put these images together so that you feel something. I think this sequence did it beautifully."

"You put no words on a page except for description, and it's hard to ask the actors to feel something and tell the story through their eyes—and they did," Zbyszewski says.



This illustration by Phillip Boutte Jr., based on designs by Ann Foley, was given to Adrienne Palicki and Nick Blood as a parting gift.



"The nice moment in that scene is the surprise that the rest of the team is there with them," Nick Blood says. "It provides a nice switch from a casual time in a bar where they're having a drink, to something emotional. And when you're there as an actor, you can't help but think that you've spent so much time with all of these people, and this chapter is over. I think everybody in that scene has their own emotions to tap into at that moment. I'm a sensitive person who gets quite emotional, and so you can't help but feel that in the room, too. And it all bounces off each of the actors, and you're so grateful to all the actors in the scene who give you back exactly what you need at that moment. It's a mutually provocative situation."

"Your character forms a relationship with another character, but at the same time, you form a relationship with the person who plays that character," Clark Gregg says. "You go on missions that are sometimes really cold and late and tiring and a little dangerous, and then suddenly their number comes up, and you're saying goodbye. You realize you're probably not going to get to see them much anymore. And that's rarely been more at play than the spy's goodbye scene, because there's no dialogue in the given circumstances of the scene."

"I felt like I wasn't necessarily acting in that scene," Adrienne Palicki says. "Especially looking at Henry—who Nick and I are both very, very close to—was heartbreaking. It was kind of like leaving high school and heading out for college."

Mack's tearful nod seemed to resonate for both critics and fans. "It was my way of letting Nick and Adrienne know how much they mean to me," Henry Simmons says. "I'm so close to them. I love them both. So there really wasn't much acting going on. That last day when everyone was saying goodbye...it was very difficult. We saved that scene for last, and for the entire day, you knew you were going to have to go to that place. I felt a little sick all day because of it."

"Henry was fantastic, and the reason why he was fantastic is because those tears were real," Zbyszewski says. "It was a heavy day. Usually we come to set and we do a read-through in the blocking rehearsal of the scene, so everyone understands where they're supposed to be. [Director] Michael Zinberg asked me to read the words on the page for rehearsal. And I couldn't do it. I said to them, if you're looking for an emotional motivation in a particular moment, just remember these three words, because they're real: This is goodbye."

"It was a very special moment for all of us in that bar, but it's always tough," Ming-Na Wen says. "You build such a friendship with these people, and I know for Adrienne it was tough to keep playing those scenes over and over again and not break down. We tried to keep things light, but it was still hard. I wanted real tequila shots in those glasses, but we had other scenes to shoot that day."

"Paul wrote a beautiful episode, and that ending in particular is beautifully painful," Bell says. "Everybody delivered on it—the actors delivered, and Bear McCreary's score is spectacular there. There's a moment where all of the instruments drop out with the exception of the piano, and it's like a stab to the heart. The ending is very powerful, and I think it sends them out on a trajectory where you feel the finality of it."

"I simply defy anybody to watch that final scene and not get a little moist in their eyes," Loeb says. "And that really speaks to how much this show connects with people who watch it. We took a chance in introducing four new characters last season to our core group, and to have them all land and all be so welcomed not just by the family that we see on the television screen, but the family that we have in production, it's just been wonderful."







Stunt performers in motion-capture suits provided the basis for a digital double for the fight with General Androvich.

BEGINNING TO SMELL A LOT LIKE CHRISTMAS



While the majority of Morse and Hunter's stakeout was shot at Disney's storied Golden Oak Ranch in sunny Southern California—Special Effects Supervisor Gary D'Amico and his team piped in artificial snow—production on a few sections of the fight sequence took place on Stage 11. Fittingly—since the episode shot just before the winter holidays—the set required an entire Christmas-tree forest. The miniature forest, made up of living pine trees surrounded by light-blocking duvetyne cloth, was quickly built by the Art Department on the backside of the power-plant set where Morse would first encounter General Androvich's dark-energy shadow.

On set, stunt performers in motion-capture suits interacted with Chloe Bennet and Adrienne Palicki. Visual Effects Supervisor Mark Kolpack and his team would then replace the performers in post-production with a fully digital character. "My biggest fear was ending up with something that was like Peter Pan," Kolpack says. "I didn't want something that looked like a solid shadow of a guy running around—it would be laughable. So it became a tricky design to figure out how this thing would look. I knew I always wanted to have some sort of vaporous thing coming off of him, and we had to figure out how that would interact with him in the early stages. And then there needed to be a textural quality to it, as well."

Reference imagery of various exoskeletons inspired the creature's core; an undulating, interactive light would make it appear semi-opaque. "Then the vapor had to be going backwards, because when he's moving the vapor is leaving a trail behind him," Kolpack says. "But when he's standing still, the vapor is going in reverse. They had to invert the camera to make the vapor be generated from his

body, but go backwards. So we'd have to mix two passes for one shot. It was a really complicated deal."

Kolpack and his team tried using a digital scan of actor Kristof Konrad, but instead employed a new motion-capture suit created by the Los Angeles-based company Xsens. Motion capture typically involves a bulky suit dotted with spheres resembling ping-pong balls, and may require performance capture using cameras that extend from the actor's shoulders. But the Xsens suit has small motion-capture tracking sensors built into the fabric. With more freedom of movement, stuntmen could much more easily—and convincingly—perform the fight scenes.

The data recorded during the motion-capture performance was then handed to the artists at FuseFX, who completed the illusion. Throw in Morse's smart batons, animated by the artists at CoSA, and you have a thrilling result.

RECIPES OF S.H.I.E.L.D. MUSHROOM HUNTER SOUP

INGREDIENTS: Four ounces of jumbo chaga mushrooms, one cup of pearl barley, two cups of sour cream, chicken bouillon, two tablespoons of butter, two cups of water—and don't forget, the key to a good mushroom soup is dried porcinis.

DIRECTIONS: Boil porcinis and pearl barley in water roughly 30 to 45 minutes; strain and set aside. Add bouillon and butter, and bring to a boil. Add boiled porcinis, barley, and mushrooms—thoroughly washed to get the Siberia off 'em. Turn heat to low and allow to simmer; stir until barley is completely tenderized. Top at end with a spoonful of sour cream. Serve and enjoy with a cold Bendeery.



S.H.I.E.L.D. DEBRIEFING

WATCHDOGS

DIRECTOR: JESSE BOCHCO

WRITER: DREW Z. GREENBERG

PRODUCTION DATES: JANUARY 4, 2016 — JANUARY 13, 2016

ORIGINAL U.S. AIRDATE: MARCH 29, 2016



WATCHDOGS

MISSION DESCRIPTION:

NAPERVILLE, ILLINOIS

Mack is back home, working on a classic Triumph Scrambler motorcycle with his brother, Ruben Mackenzie. Mack tries to vent about his job, but has to pretend he works for an insurance company. Ruben obviously wants to say something to Mack, as well, but holds back. A news report catches their attention: The Watchdogs, a hate group calling for the release of personal information on the Avengers, have bombed a former ATCU facility in nearby South Bend. Mack is distraught, but Ruben approves of their methods.

Coulson calls Mack and orders him to investigate. Though Mack resists, Coulson insists.

S.H.I.E.L.D. HQ

Coulson assigns Daisy and Fitz to follow Mack to South Bend. Daisy has been monitoring the Watchdogs online; their rhetoric has gained intensity since the disaster in Sokovia. Having just returned from his S.H.I.E.L.D. assessment, Lincoln won't be traveling with the field team.

At the massive crater, Fitz discovers the bomb contained Nitramene, an explosive Howard Stark developed following World War II—but Stark's version wasn't stable in gel form. They call Coulson, who says he knew someone once keen on improving the original formula: former Agent Felix Blake, at large after recovering from a spinal injury suffered at Deathlok's hands.

WATCHDOG HIDEOUT

Watchdog Alpha finds Blake waiting for him. Leading the Watchdogs' charge, Blake has determined their next target—and he promises it's a good one.

Simmons practices her marksmanship at the firing range. May notices that her accuracy is greatly improved. Simmons is tired of being the only woman in their outfit who can't defend herself. She also faults herself for releasing Garner, but May assures her she's not responsible for Lash's actions. When May reveals she's using every available S.H.I.E.L.D. satellite to track Lash, Simmons says she'll help her with the search.

Meanwhile, on *Zephyr One*, Daisy, Mack, and Fitz attempt to track the Watchdogs. Daisy reveals she already has their addresses and license-plate numbers, and suggests they find a local Watchdog to shake down. Mack is concerned her tactics might be "a little too gestapo," and that Daisy's been using her abilities to sidestep civil liberties; she counters that the Watchdogs waived their rights when they blew up a building. Mack leaves, unwilling to participate as Daisy finds a man named Dallas Wyatt and threatens him for information. There to assist, Fitz sees a side of Daisy he doesn't like.

"It's not about how they act. It's about how we respond."

— MACK

Mack returns to his brother's home to find Ruben drunk. The two have an argument—Ruben believes Mack ran out on his responsibilities. Revealing he stands to lose the family house, Ruben blames the government, quoting the Watchdogs' propaganda word for word. Mack warns his brother to stay away from the Watchdogs, but his concern only widens the rift. Ruben storms off and slams the door.

Coulson and Lincoln are en route to what Coulson believes is one of Blake's safe houses. Breaking an awkward silence, Coulson says he's concerned Lincoln only joined S.H.I.E.L.D.

for Daisy—and that his lack of control will impede his usefulness. This mission will be a true test of his loyalty and dedication to the organization.

Continuing the search for Lash, Simmons suggests they need to rethink their strategy to account for Lash's instincts. May says that when she finds Lash, she'll kill him. Simmons still hopes to cure Garner.

"Don't give me hope, Jemma. I don't want hope." — MAY



Mack reconvenes with Daisy and Fitz at Easterling Farms, the location revealed by Wyatt. Daisy employs the D.W.A.R.F.s 2.0 to infiltrate the compound. Inside,

they hear the Watchdogs' plans to amass high-tech weapons; at the center of it all is Felix Blake's voice. Daisy texts Coulson to let him know they have audio confirmation on Blake.

ATLANTA, GEORGIA

Coulson and Lincoln enter a brownstone with guns drawn. Coulson receives Daisy's message and texts back "OBSERVE. DON'T ATTACK." As Daisy receives the reply, Ruben approaches the farm on a motorcycle, and the loud noise and light give away the team's location. They scramble as Watchdog guards descend. Daisy takes out Watchdog Lima, but two Watchdog witnesses think Mack was responsible. Ruben takes off. Mack orders the team to go dark, but Daisy gives the escape-module disc to Fitz and goes after Blake. In the skirmish, a Nitramene pellet hits Fitz. Daisy injects sodium hydrogen acetate into the substance, which slows it down but doesn't render it inactive.



At the brownstone, Coulson and Lincoln find Blake in a basement—he's somehow in two places at once. Blake expresses his displeasure that Coulson has rebuilt S.H.I.E.L.D., with aliens as part of his team.

"People are already afraid, and they want the truth."

— BLAKE

Coulson orders Lincoln to kill Blake, but Lincoln fires a non-lethal blast—he's passed one of Coulson's tests. But the win is short-lived: Blake was a hologram—and, Coulson realizes, a distraction.

Dragging along kidnapped Watchdog Oscar, Daisy rushes Fitz back to Zephyr One. To save Fitz,

Daisy threatens to torture Oscar, learning they have to freeze the substance with liquid nitrogen. Daisy uses the liquid nitrogen that cools the jets on the containment

module to neutralize the Nitramene. She tells Oscar he'll be turned over to General Talbot at the ATCU. Oscar should be afraid, but he starts laughing—the Watchdogs are gunning for Mack. They think he's an Inhuman.

At home, Ruben confronts Mack about what he really does for a living. As they argue, the Watchdogs arrive and surround the house. Mack rushes to get their father's shotgun, and the two fight their way through the Watchdogs. Mack takes a gunshot in the arm from Watchdog Gamma and retaliates with a meat cleaver into Gamma's side, then grabs a roll of duct tape and combines the shotgun with the cleaver to turn it into a shotgun-axe—finally fulfilling his wish. The MacKenzie brothers are victorious, but Mack collapses from his wounds.

In the aftermath, Daisy and Ruben watch as Mack is loaded into an ambulance. Daisy tells Ruben he's safe now, and that Damage Control will help with repairs on the house. Ruben's view on aliens is starting to shift—if his brother works with them, they can't be that bad.

TAG

Reviewing surveillance footage of the attack on the ATCU compound, Coulson and Daisy see Malick leaving the building an hour before the explosion. Malick is feeding the Watchdogs intelligence to rile them up. Later, at a warehouse, Giyera speaks with the real Blake—who now needs a wheelchair. Blake's Watchdogs have stolen a missile from the ATCU compound and delivered it to Giyera.

"If everything goes as planned, we'll all get what we want. S.H.I.E.L.D. will be ruined, Coulson will be dead, and you'll have an army to command."

— GIYERA

FIELD-OP NOTES:

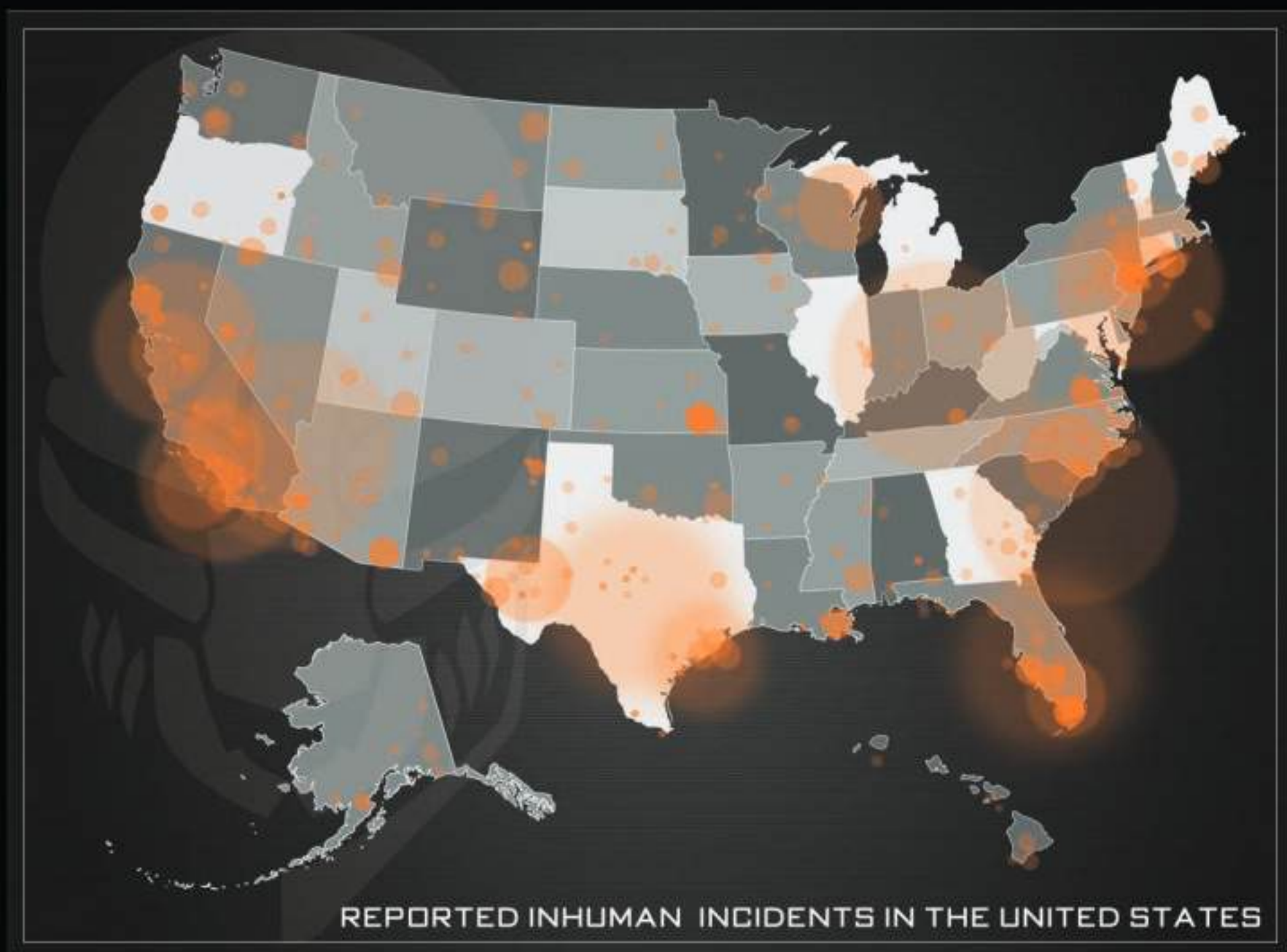
- Mack tells his brother that the only one who gets to call him "Alfie" is their mother.
- Nitramene's effects can be counteracted by sodium hydrogen acetate, a substance also used as a potato-chip seasoning.

RUNNING BEHAVIORAL OBSERVATIONS:

- Mack Just Wants His Shotgun-Axe Combo — 1







Watchdog data charts by Graphic Designer Monica Fedrick.



Watchdog mask designs by Creative Director Joshua James Shaw.

WHO WATCHES THE WATCHDOGS?

Fans got their first look at one of the organizations calling for regulation of super-powered individuals, nodding to the forthcoming Sokovia Accords in Marvel's *Captain America: Civil War*. Former hacktivist Daisy—once part of an underground movement herself—now finds herself on the other side, possessing seemingly unlimited power and working for a black-ops task force with little to no supervision.

"In these big organizations, there are people who are fighting for what's right, and I think that's what Daisy and Coulson immediately understand about each other—that they share the same moral compass," Chloe Bennet says. "Whether or not S.H.I.E.L.D. in general always makes the right decision, we don't know. But we know that Coulson and his team want to do good and they want to help people, and that's the bottom line. I'm sure that she can understand where the Watchdogs are coming from in terms of the need to rebel, but how they're going about it brings up questions about so many different relevant topics to society now."

"It's interesting to compare where Daisy started in the first season and where she ends up in this episode," writer and Co-Executive Producer Drew Z. Greenberg says. "She's now in a place where she's different and special. People are coming for her and people like her, so she still fights for the underdog. But while Skye who we met originally was somebody who would fight the power, in this case the underdog is not who she thought it was. The underdog is now made up of this group of people who are different and being hunted by the Watchdogs. And so she's looking to protect herself and her people. I think the Skye we met in the pilot would be a little bit shocked to hear herself say she's going to use methods that



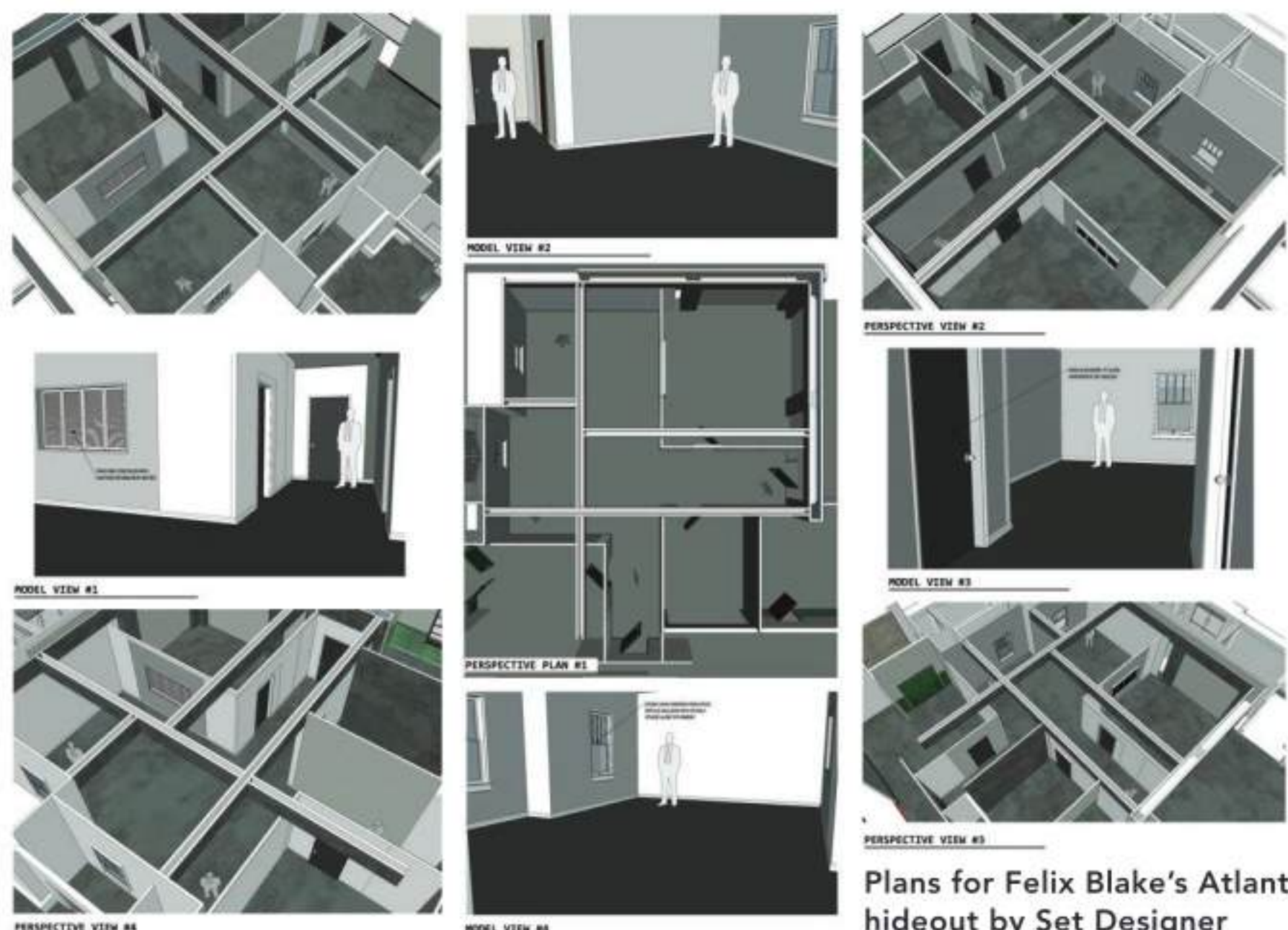
are not totally aboveboard to protect people. We tried to capture that duality in the scene between Daisy and Mack where they're having this debate that is not so dissimilar to the real world: How far will you go to save lives? Are you willing to compromise principals and ideals, and more specifically, people's individual civil liberties, in order to achieve a larger goal?"

"She's changed, and I think it's a scary thing for her," writer and Story Editor DJ Doyle says. "There's nobody to have a check and balance on her in many ways now. So she has to figure out what her limits are and what she believes in."

Mack takes issue with Daisy's new methods and refuses to participate—but at the end of the day, they remain close. "I love that Mack and Daisy can have that discussion and keep each other in check, but they're still devoted to each other," Greenberg says. "That's been a fun relationship to write. He can have this argument with her and walk out, but by the end of the episode her only concern is that she should have been there for him."

Mack also experiences conflict in his personal life. "The executive producers told me that they wanted to show a slice of life for a S.H.I.E.L.D. agent dealing with people who are completely ignorant toward the existence of S.H.I.E.L.D.," Henry Simmons says. "And unfortunately that life is a lot of half-truths and lies. He tells his brother that he's an insurance agent, and it's a lie. His brother feels neglected, even though Mack's doing things to protect his brother. And his world comes crashing down in this episode, in the house that he grew up in. He's really having to be a one-man show to protect his brother, who in many ways is a lot like Mack used to be—reluctant to even pick up a gun. So when his brother sees this combat training that Mack has had, exposing who he really is, there's a moment where he feels like he doesn't even know his own brother anymore."





Plans for Felix Blake's Atlanta hideout by Set Designer Thomas Machan.

"Mack is so upstanding and so responsible, you expect his brother to be kind of the opposite of that," Greenberg says. "You think he's going to be the ne'er-do-well who's kind of irresponsible. But what we tried to uncover in the episode was that Ruben was actually working very hard and was the responsible one in the family. He doesn't know Mack is doing what he's doing to protect them: They just think he ran off to have an average insurance job—leaving Ruben left holding the bag, taking care of the home, taking care of Mom and Dad, taking on all this responsibility. I love that fight between them because it brought it all out. Mack is seeing things in a new light. He wanted to protect everyone—but in doing so, was he actually being irresponsible toward everyone and doing the opposite of what he intended to do?"

"Mack is like a knight in many ways," Simmons says. "He wants to defend people who are defenseless. He wants to help those who are helpless. I think that's why he initially joined S.H.I.E.L.D. While at first Mack was very anti-violence, as things have progressed, now you see he's willing to use violence to protect those he cares about and to defend his home."

"At the moment Mack grabs his brother and tells him not to hang out with the Watchdogs, Ruben doesn't back down," Greenberg says. "You see Mack just let him go. He realized that he might have set this table. In trying to do the right thing, he may have sent his brother down this path."

While Mack deals with his brother, Coulson assesses Lincoln's loyalty to his adopted family. "Coulson's relationship with Lincoln is very tenuous," Clark Gregg says. "He feels there are impulsive and anger-driven acts that he commits frequently that have no place in S.H.I.E.L.D. Coulson's been a field agent for a long time, and killing Ward is one of the only times that he's crossed a line. Lincoln seems to nearly cross it every time he goes into the field on a mission. And this

is classic Coulson when he tries to understand Lincoln from an empathic point of view, having gone through what Lincoln has gone through. He's trying to find out if this young guy is redeemable, and if he can bring his anger under control."

"I think Coulson, like a good director, is testing Lincoln over the course of the season," Luke Mitchell says. "He's constantly under the microscope—and for good reason. Nobody knows much about this guy. And through that, his weaknesses are exposed: As Coulson sees the anger issues and Lincoln's lack of control, he knows that there's a problem. He knows Lincoln needs to develop more as a person. But it's also the catalyst for the development of a strong relationship, when you properly understand someone and where they come from. Eventually, I think Lincoln starts to see Coulson as a father figure."

"Coulson very much wants to believe in Lincoln," Greenberg says. "But as Coulson says pretty overtly in this episode, he vetted every single person on his team except for Lincoln. He's pretty aboveboard about it, but the fact that Lincoln has shown these moments of flaring temper gives Coulson pause. He thinks that Lincoln can be a good agent, but he needs Lincoln to believe that. If he's not committed to the cause and he's just there for a girl, then something is going to happen and someone is going to get hurt."

Verbalizing his own internal dilemma, however, Coulson explains that sometimes the wrong thing has to be done for the right reasons. "Coulson isn't looking for perfect people," Gregg says. "He's looking for people who are willing to work. And with Lincoln, he wants to see him jump through these hurdles and prove that if he can get over these things, he's willing to welcome Lincoln in fully. But if he's going to endanger the people on his team and the people that he cares about, then that will have to become more important."

Plans for the Mackenzie home's garage by Thomas Machan.





"I just feel guilty.
All the time.
How do you
make it stop?"

—SIMMONS

"You don't.
You use it,
channel it."

—MAY

"Is that what
you're doing?"

—SIMMONS



Art Department mock-up for
Simmons' field training targets.

ATCU IMPLOSION

The Watchdogs' Nitramene is a variation on technology introduced in *Marvel's Agent Carter*. "This is the same Nitramene, but it's sixty to seventy years later," Visual Effects Supervisor Mark Kolpack says. "So it's a refined version—there's a power sphere that contains everything. Those renders were huge to get done."

FuseFX used scans and textures of the building's exteriors to animate the implosion. The bombing's aftermath was shot in a parking lot at the California Polytechnic University campus in Pomona, with visual effects added to finish the smoldering crater.

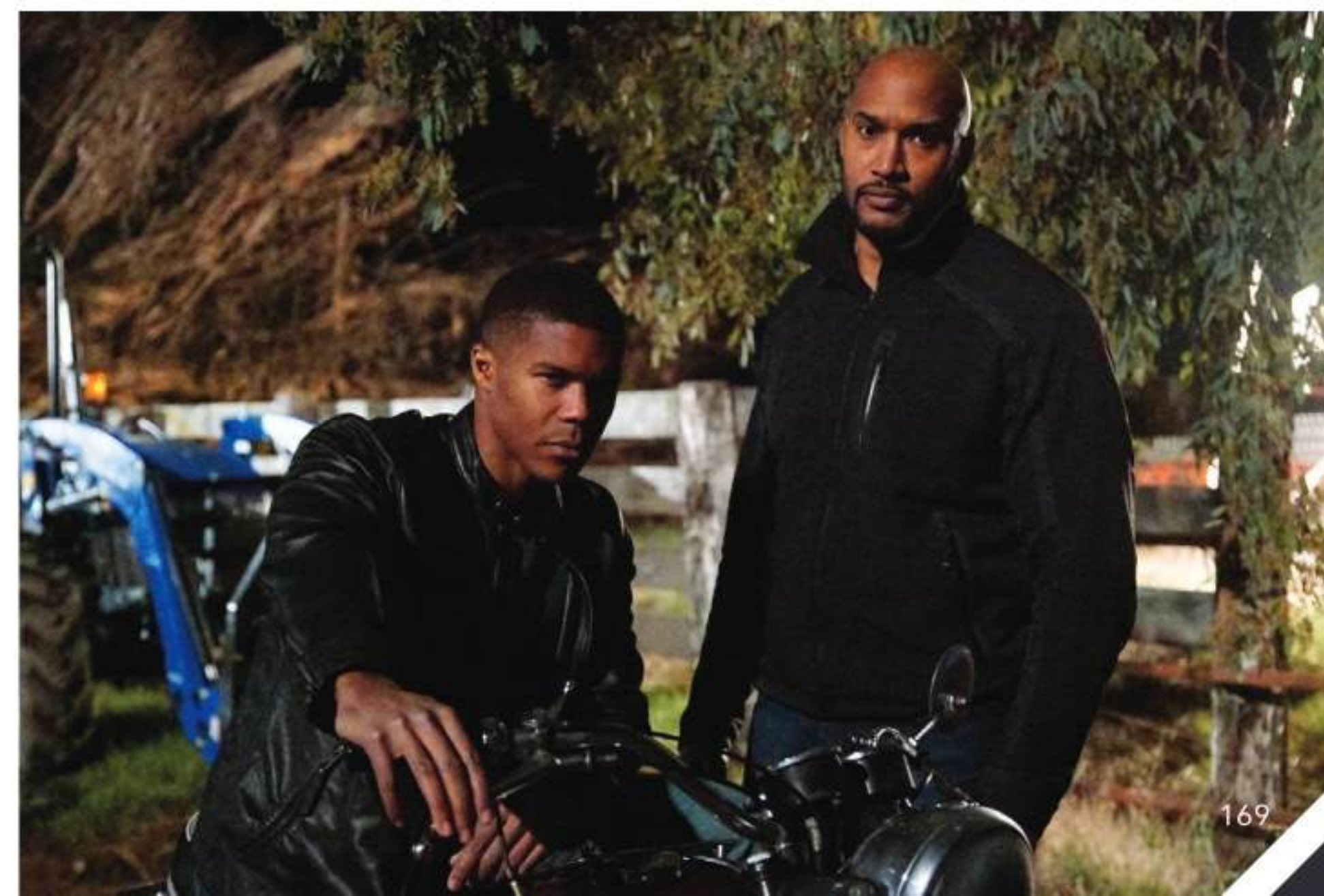
Production on the assault on the MacKenzie household took place nearby, requiring almost three days to complete.

"The whole point of that action sequence was to create something that felt personal," Drew Greenberg says. "We kept toying with setting the fight someplace else, like having them get caught at a store somewhere. But at its core, it's these two brothers against an unstoppable force. And so the idea was to put it in the house and make it feel like they were protecting their home against these terrible guys who are out to hurt people. The Watchdogs had the upper hand, but it was their house. It was very emotional while also action-packed."

The best part? Mack's shotgun-axe. "Everybody here was very excited for that moment," Greenberg says. "When we were breaking the story, there was a moment where Jed breathed a sigh of realization and said out loud, 'We can finally do it.' So I just happened to get lucky to write that moment."

"He's getting more comfortable in his role, and I think that's very much represented by his shotgun-axe," Executive Producer Jed Whedon says. "Because he's of a mindset where he feels if he's going to be forced to do this, he's going to build himself a weapon to handle it."

"That was a fun bit," Henry Simmons says.





S.H.I.E.L.D. DEBRIEFING

SPACETIME

DIRECTOR: KEVIN TANCHAROEN

WRITER: MAURISSA TANCHAROEN & JED WHEDON

PRODUCTION DATES: JANUARY 14, 2016 — JANUARY 26, 2016

ORIGINAL U.S. AIRDATE: APRIL 5, 2016



SPACETIME

MISSION DESCRIPTION:

In an alley, shopkeeper Edwin Abbott asks a homeless man—Charles Hinton—to move on before he scares away the morning's business. Hinton stops carving a small wooden figure of a robin as Abbott attempts to give him a couple dollars to get breakfast. Hinton grows agitated and tries to warn Abbott away. Their hands brush, and Abbott experiences a sudden, terrifying vision.



On *Zephyr One*, Daisy and S.H.I.E.L.D. intercept a 911 call from Abbott insisting Hydra is coming to kill him. He seems to know Daisy, but she doesn't remember him.

DYKER HEIGHTS, NEW YORK

Coulson, Daisy, May, and Lincoln approach Abbott's grocery, where local authorities are questioning him. Abbott immediately recognizes Daisy. Suddenly, a Hydra airship appears and fires on the crowd—just as in Abbott's premonition. As Daisy and Abbott take cover, he murmurs to her that this is where he dies. Sure enough, machine-gun fire hits Abbott, killing him instantly. Daisy realizes Hydra's after Hinton, but before she can reach him, a retractable claw extends from the airship. As he's lifted into the air, Daisy grabs his hand and sees flashes of the future: a single tear rolling

down the face of a beautiful woman; Fitz and Simmons holding hands in the snow; Lincoln, on the ground and covered in blood; a fight in a security complex culminating with Coulson firing a gun directly at Daisy; and Hinton dying before her eyes on a rooftop.

"I was hoping you could help."
— HINTON

HYDRA HQ

Fully restored, Hive learns that Malick's ancestors believed they'd be rewarded with incredible power if they brought Hive back from his exile. Following that revelation, news arrives that Hinton is in Hydra's custody.

S.H.I.E.L.D. HQ

Daisy recounts her vision to the rest of the team. She believes she can change the events she witnessed, but Fitz argues that the future is set in stone. It's simple mathematics. It's spacetime. Coulson agrees with Daisy—and orders her to stand down while a team investigates Hinton's home. Daisy accompanies Simmons to the lab to identify the rooftop where she saw Hinton die. She recalls a flashing light—a billboard?—and other details that might help S.H.I.E.L.D. satellites pinpoint the location.

"Every move we make changes the future. The real feat would be changing the past." — MAY

Agents lead a woman onto the base—the woman Daisy saw crying in her vision: Hinton's wife. She explains that after Hinton underwent Terrigenesis, he began experiencing visions. The visions started coming true a few days later, and nothing he did could stop them. Every time he held their 18-month-old daughter, the flashes would cause her to start screaming. Losing his mind, Hinton walked out on his family.

BALTIMORE

At a building belonging to the Transia Corporation—adorned with a flashing billboard on its rooftop—Hive, Malick, and Giyera offer to buy the cybernetics company from CEO Rowan Hamilton. Transia is responsible for the nerve/wire-interface technology in Coulson's prosthetic hand. They've also created an exoskeleton prototype for the Defense Department. Hamilton refuses to sell, but Hive persuades him by devouring Hamilton's lawyers with his nano-particles. Hive orders Malick to wear the skeleton—claiming this is the true power he craves—and kill Hamilton. Malick complies, using the exoskeleton's strength to crush the CEO's skull.

Believing her knowledge of the future could help, Daisy is frustrated she's been relegated to the base. She knows she gets to Hinton mere seconds before he dies.

"Daisy, help! Save me, please. We're running out of time, Daisy. This is where I die."
— ABBOTT



If they can improve on that time, they can save him. She helps recreate the security room fight from her vision and teaches May every move she'll need to carry out the mission in her stead. Fitz is skeptical of their efforts, predicting that a turn of events will trap Daisy into going anyway. Agent Anderson interrupts: They've found Hinton. As the team scrambles, alarms sound: Garner has returned to the base.

With May unable to go on the mission, Daisy springs into action. Coulson worries they'll fulfill her vision, but she suggests she go alone. The premonition can't come true if the rest of them aren't there. Coulson reluctantly agrees, ordering the assault team to remain aboard the Quinjet.

Garner is placed into a containment room. Simmons administers the vaccine derived from Carl Creel's blood, but there's no certainty it will work. Garner tells May he believes Lash is fighting for something they don't understand yet. S.H.I.E.L.D. might need him. If the vaccine doesn't work, Garner says, he's right where he's supposed to be. His transformation begins—the vaccine has failed. May puts her hand to the glass as the two share a final farewell.

In Coulson's office, the team watches a hacked security-camera feed from the Transia building. Giyera is talking to a dead man: Ward. Before the shocked team members can see more, the feed is killed.

Meanwhile, Daisy fights her way into the Transia Building, executing the rehearsed fight flawlessly. But one-way glass hides an observation room, and a guard on the other side sounds the alarm. As Daisy turns to flee, she comes face-to-face with

"Lash is taking over. I'm about to turn for the last time, May. I came to say goodbye." —
GARNER

Coulson—with his gun trained on her. He fires through the glass, hitting the guard. After seeing Ward, Coulson abandoned the plan. He orders Daisy to save Hinton while he finds Ward.

Daisy bursts onto the rooftop, where Hinton is being led toward a helipad. Malick, wearing the exo-suit, obstructs her path. During their fight, the billboard catches fire, sending snow-like ash to the ground below, where Fitz and Simmons are monitoring the mission. As Daisy faces Malick, Lincoln encounters Giyera inside. Giyera levitates a fire extinguisher and cracks Lincoln in the head. His face bloodied, Lincoln radios Coulson that he has eyes on Ward.

Malick gets the jump on Daisy, but Hinton is able to break free and touch the back of Malick's neck, giving him a terrifying vision of the future. Malick grabs Hinton by the throat, crushing it. Daisy quakes Malick, destroying his exo-suit, and he drops Hinton.

"I was sure I could save you. But you were meant to save me." — DAISY

Hinton is breathing his last. Still, he has changed the future; he's made a difference. Daisy hands Hinton the wooden robin she found in the alleyway. It was meant as a gift for his daughter. Daisy promises

to protect Robin. The two take each other's hands, and Daisy experiences another vision: the Quinjet plummeting from space.

Someone else is going to die.

TAG

Hive orders Giyera to acquire more technology as Giyera receives a phone call. Malick wants Giyera's help—whatever he saw in his vision has him shaken to the core. But Giyera's loyalties no longer lie with Malick.

FIELD-OP NOTES:

- Abbott and Hinton are references to two real-life 19th-century proto-science-fiction writers: Charles Howard Hinton wrote "What is the Fourth Dimension?" and coined the term "tesseract," and Edwin Abbott was the author of *Flatland*. Both contemplate the idea of life in other dimensions.

RUNNING BEHAVIORAL OBSERVATIONS:

- "That's not her name!" — 1
- Hit in the Head with a Fire Extinguisher — 1

"Yeah. Day got weirder."
— COULSON





VISIONS AND HOPE

Daisy Johnson is a powerful Inhuman—and she's beginning to realize it. Daisy tells May—her former S.O.—that her powers make her a better candidate for the field. "She has this overconfidence that I just love how Chloe portrayed," Executive Producer Jed Whedon says. "It's a precursor to 'The Team' where she really gets to unleash that hubris, and it's fun to watch. It's not what you want your main character to do, so you're sad that she's doing it. But it is engaging, and I think Chloe did a pretty compelling job with it."

Daisy's final vision put the audience and characters on the same page: Someone is going to die. Each cast member speculated—even worried—about who it would be, but the answer wouldn't come until the season's final moments.

As the team members brace themselves for what's to come, another character loses himself in a different way: Garner's final transformation closes the door on his relationship with May. "There was a constant hope in her heart that maybe they will be able to find a cure," Ming-Na Wen says. "But when she realizes that there is no cure, there is no hope."



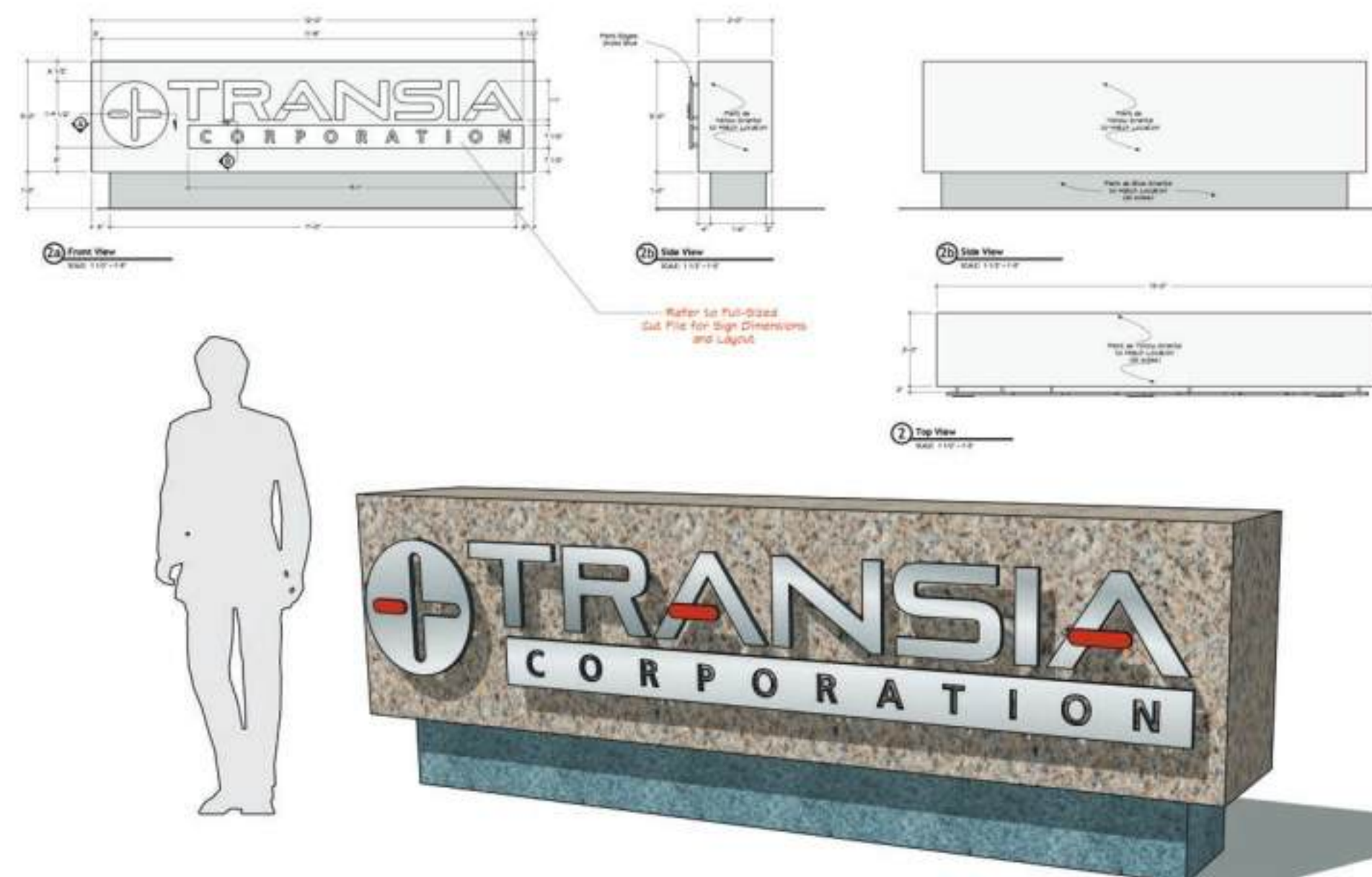
It took everything Wen had not to shed tears in her final scenes with Blair Underwood. "She already had her one moment to break down and let her emotions show in Bahrain—that was it. That's the one collapse that she gets," Wen says. "So I played it as if May didn't want that last moment to be devastating for Andrew. She wanted to stay strong for him because she realized Andrew was going through an even tougher and more painful situation on so many other levels. He's losing his identity and basically, in a way, dying. And I think that's the thing that I had to keep reminding myself—that May would have this great dignity in that moment. I hope that there's some resolution between May and Andrew. That's one of my biggest hopes is that somehow that relationship will have a greater resolution past that goodbye. It wasn't a real goodbye. There's always hope in the Marvel world."

ART IMITATES (STUNT) LIFE

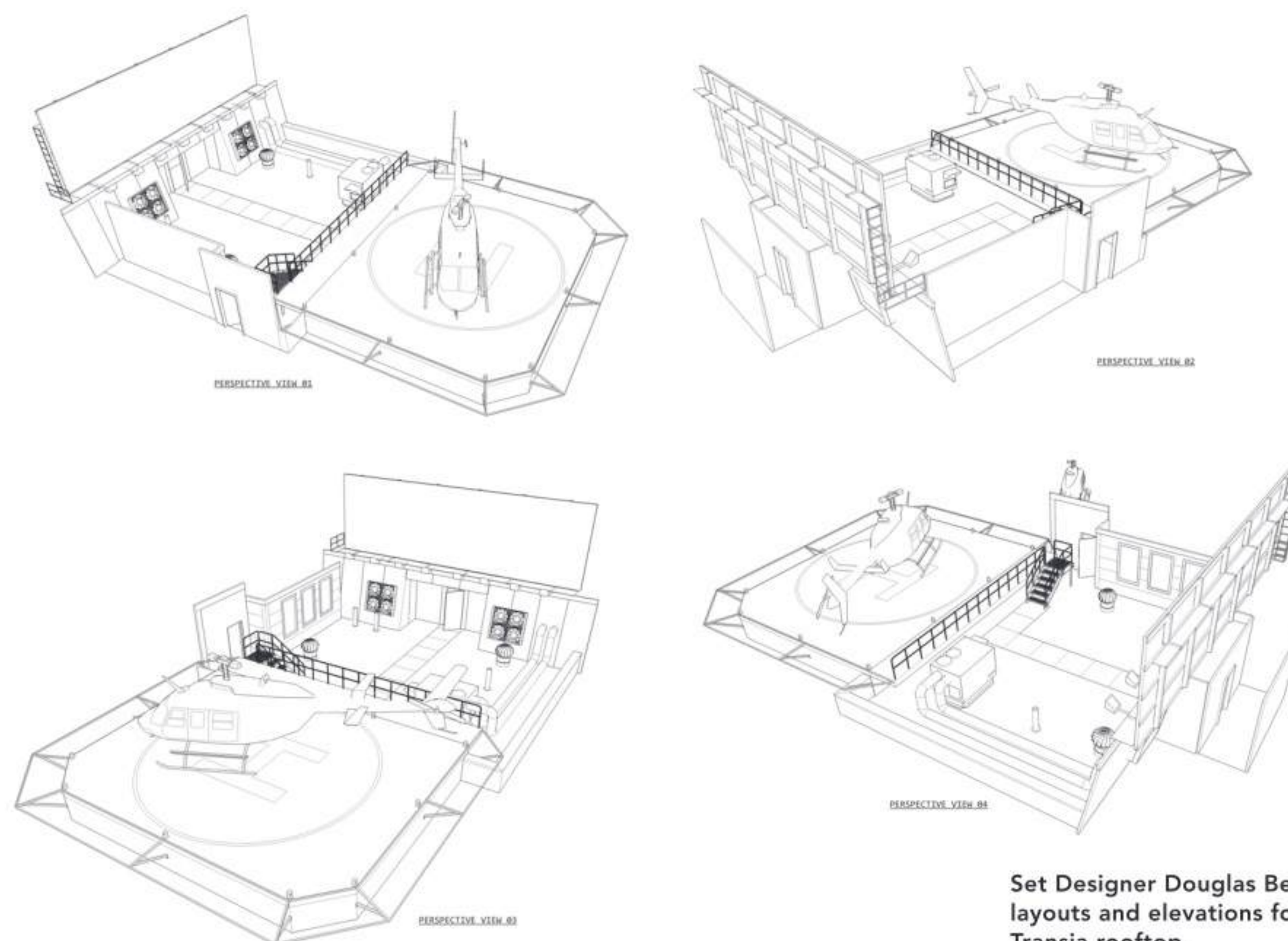
Kevin Tancharen's return to the director's chair was a special moment for writer and Executive Producer Maurissa Tancharen, marking the first time her brother directed an episode she wrote. And as is typical of Kevin Tancharen's episodes, this one was packed with complex, large-scale action sequences.

"Kevin is amazing," Stunt Coordinator Tanner Gill says. "He's young and vibrant and really enthusiastic and open to suggestions. And it's really a collaborative effort, from the minute we have concept meetings with the writers and producers. Kevin has a very particular style and likes to get these sequences in big, massive, moving one-shots without editing—like with Daisy last year when she goes through the arctic base and takes out a dozen guys all in one shot. I love working with Kevin."

The episode begins with a bang, as a Hydra airship opens fire on S.H.I.E.L.D. and the NYPD in a sequence shot at the Disney's Golden Oak Ranch. Special Effects Supervisor Gary D'Amico and his team rigged two police vehicles to explode, and then FuseFX enhanced the imagery, and animated the Hydra airship and its missiles.



Set Designer Allen Coulter's concept art.



Set Designer Douglas Berkeley's layouts and elevations for the Transia rooftop.

May's training sequence was an example of art imitating life. "That was really cool because it was a mock set like those that we rehearse with for the actual show," Gill says. "And then we move into the real set, just like we do for every episode. That whole sequence was really Kevin's baby, and he did a great job with it."

"That was one of my favorite scenes to shoot of the season," Chloe Bennet says. "We also filmed the episode in order, so I hadn't filmed the actual fight scene that you see later yet. And it was so strange because we actually train in the S.H.I.E.L.D. gym set in a very similar way for all of our action sequences. Kevin really likes to challenge us with these sequences, and he's one of my favorite directors to work with in terms of how visual he is. He's a dancer, and it's fun to work with someone who understands movement."

"It was weird to have to rehearse and act like we didn't know the fight scene yet even though we had already rehearsed it and knew how to fight it," Wen says. "It's fun to break it down. I kind of thought that we were giving away all of our stunt-fighting secrets because that's exactly what this is: It's a fight rehearsal. So I think it's a nice little peek behind the curtain for the fans."

Because viewers would know what to expect, the real fight needed an extra hook. So the scene was shot in a single take—no cuts, and no flashy edits. And since Daisy's face would be seen throughout, Bennet couldn't use a stunt double.

"We felt a lot of pressure on this scene because the first time we did one of these one-shot action sequences, it got such a huge response," Bennet says. "So of course, when they wrote another one-take sequence into this episode, everyone came to set and was watching. I was really nervous because it's a lot harder than it looks!"

Complicating matters was the location itself. "We had the exterior building that we found down in Century City," Production Designer Gregory Melton says. "But it was too tall—we had to lean on Visual Effects to lop off a third of the building."

"When Daisy is on the ground and looks up, we tilt up on the exterior from below and see the rooftop—but the building was actually far too tall to see the rooftop. So we had to lower the height on that building by twenty stories," Visual Effects Supervisor Mark Kolpack says. "We sliced the building in half, then added the rooftop set and made it all seamless to the point that you couldn't even tell it was a visual-effects composite. It's pretty impressive. CoSA VFX did a great job on those pieces."

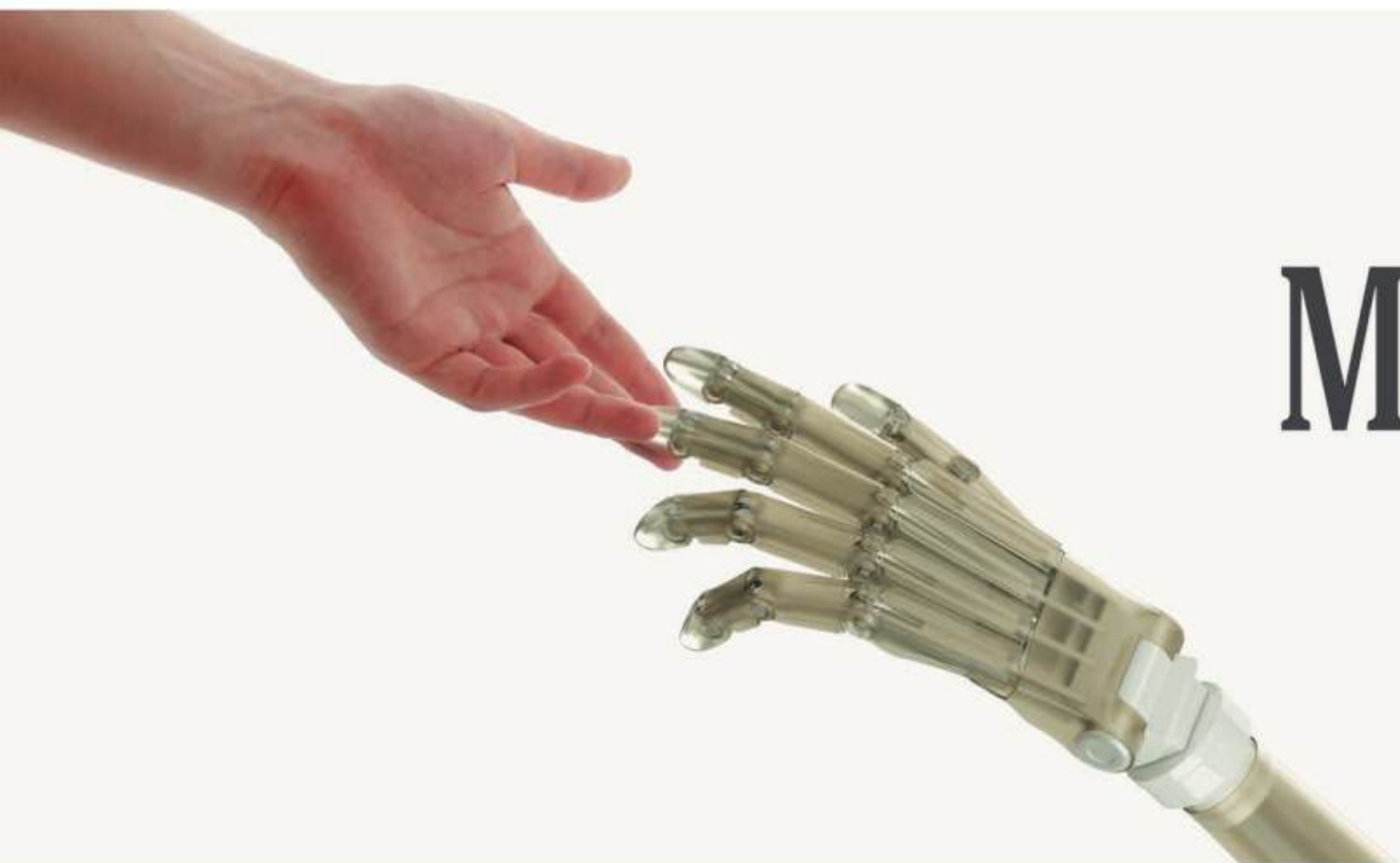
"And then we ended up building the Transia boardroom and the entire top of the building on the stage," Melton says. The two sets encompassed almost the entirety of the soundstage—and then there was the helicopter, brought in without its rotors to make it fit. A green screen wall surrounded the set, to be filled in with visual effects. "There was just enough space on the stage," Melton says. "We've

built a couple big rooftops for the show, but this one took up half of Stage 11. And it's a big sequence with a lot of moving parts—there's fire, there's smoke, there's ash. It's very dramatic."

"Our sets are amazing," Gill says. "That was a really tough sequence where we ratcheted our double clear across the rooftop and bounced him off an air-conditioning unit, then Visual Effects had to put in the rotor blades of the helicopter and the fire. It's just a whole lot of fun. You wake up, and you want to go to work."

In addition to an expansive set and explosive special effects, the crew had to create Malick's exoskeleton. The suit could have been executed in a number of ways—from a giant, science-fiction mech to armor reminiscent of Tony Stark's—but the production decided to take it in a unique direction. "It started with a conversation with the writers as to what they had in mind for this exo-suit," Property Master Scott Bauer says. "There are several suits in real life that are these big, bulky things. But in talking with Jed, he wanted it to be very streamlined—just the arms and shoulder pieces."

The Props Department started with a simple base of medical arm braces, readily available from any drugstore. Using the braces as the bones of the suit, Bauer's team added new joints, interactive lighting, and paint and weathering effects. Covers and gauntlets completed the militaristic look. "We wanted it to be more about Malick than about the suit, so we took the design and made it character-driven," Bauer says. "It's a guy who puts on a device and it gives him super-strength. We tried to keep it as low-profile as possible so that he was the main focus."



Moving You Ahead.



S.H.I.E.L.D. COSTUMES

AN EARTHLY SUIT FOR HIVE

A sleek, dark-green trench coat punctuates the arrival of a very healthy—and very menacing—Hive.

"Ann Foley is an incredible costume designer and is incredibly good at what she does," Brett Dalton says. "With Hive, she wanted him to have a timeless quality and also at the same time be somewhat futuristic."

"This suit was interesting, and I had to work very closely with Jed and Maurissa on this look," Costume Designer Ann Foley says. "Phillip [Boutte] did some very cool illustrations for this because we wanted it to feel as if it was of this world. He now has all of Malick's money, so I didn't want to put emphasis on him being inhabited by an alien. I didn't want it to feel alien. And even with the color—we all wanted it to be a color that felt of this world, and that's why we picked that very deep, deep green. I wanted to make sure that you couldn't see any closures on it, so you'll notice that the buttons on this shirt were all covered. And the closures of the coat were covered, as well. It's something that one of my mentors, Michael Kaplan, said to me when we were working on *Star Trek*: 'There are no zippers in the future.' So I decided to take that one step further, and I didn't want to see any kind of closures on him—he needed to feel seamless and simple."

"Even on the shoes, you don't see any ties or anything. They're slip-on shoes," Dalton says. "In the first couple episodes, we realized that my shirt would start to bunch up and didn't look very Hive-like—so in order to keep my shirt tucked in and slim, we attached garters to the shirt tails connected to my socks. At first I felt really goofy, and it was uncomfortable, but it works and achieves the look we were going for."



Costume illustration by Phillip Boutte Jr., based on a design by Ann Foley.



S.H.I.E.L.D. DEBRIEFING

PARADISE LOST

DIRECTOR: WENDEY STANZLER

WRITERS: GEORGE KITSON & SHARLA OLIVER

PRODUCTION DATES: JANUARY 26, 2016 — FEBRUARY 4, 2016

ORIGINAL U.S. AIRDATE: APRIL 12, 2016



PARADISE LOST

MISSION DESCRIPTION:

1970

Mourners console a young Malick at his father's funeral. Nathaniel, Gideon's younger brother, says that Daniel Whitehall is waiting for them. Malick has no desire to see or speak to Whitehall.

PRESENT DAY — GIDEON MANOR

Stephanie is excited about their new guest: Hive, who has asked her to gather Hydra's inner circle. It's time for him to reveal his true self. But Malick is nervous—his vision showed his gruesome death at Hive's hands.



Coulson and May review surveillance footage of Ward from Baltimore. None of Coulson's kills has come back to haunt him like this.

Mack, still recovering from his Watchdog-inflicted wounds, enters the lab, where Daisy, Fitz, and Simmons are examining the bodies of the Transia lawyers to determine how Ward is killing his victims. Fitz and Simmons believe Ward has been possessed by the creature that inhabited Daniels' body on Maveth.

Concerned Malick's hostile takeover of Transia was an attempt to gain access to its agrochemical holdings—the corporation controls a major portion of the global food supply—Coulson tasks the team with identifying Hydra's motives. Meanwhile,

"I just feel like we're only fixing problems that we created."
— COULSON

Lincoln and Daisy will take the Quinjet to the Badlands of South Dakota and speak to an Inhuman from Afterlife who might have insight into what Ward has become.

SSR BASE — 1970

A prison guard leads Gideon and Nathaniel Malick to Whitehall. The still-elderly Whitehall is a man of science, eschewing Hydra's mystical traditions. He offers the brothers a chance to follow his path, but Gideon resists. Whitehall tells the brothers to find their father's copy of *Paradise Lost*, suggesting he kept troubling secrets.

En route to the Badlands, Lincoln explains that they're about to meet James, a demolitions expert who helped build Afterlife, but Jiaying caught him stealing from her private archives and banished him. When he left, James was ranting and raving about the second coming of an Inhuman who could raise the dead. Lincoln isn't sure James will help them—he's still bitter Jiaying prevented him from undergoing Terrigenesis. But Lincoln has a plan.

On *Zephyr One*, the rest of the team heads to Transia's agrochem facility, where they hope to find Giyera and his men. Fitz has developed a new handprint-locked I.C.E.R. to stop Giyera from turning their own weapons against them. Coulson points out that Giyera was special ops—he doesn't need weapons. But May sees something in the building's blueprints that might help.

Malick walks through his estate's tranquil gardens with Hive. The memories of all of Hive's hosts live within him, and Hive senses Malick would like to ask him something. Hive assures Malick all will be made clear when the inner circle arrives. Stephanie will play a key role in his plans.

BADLANDS, SOUTH DAKOTA

In a nearly deserted patch of desert, Daisy and Lincoln walk up to a trailer bedecked in barbed wire and no trespassing signs. James emerges and warns them off. Ignoring him, Daisy steps onto a buried land mine.

Daisy uses her abilities to hold down the pin until she's safe, then triggers all the other mines, clearing a path through the yard. Lincoln hits James with a burst of electricity, knocking him unconscious.

As Malick sits in his study, contemplating the stones for the selection ceremony, he remembers entering the same study in the 1970s and finding Nathaniel holding *Paradise Lost*. Whitehall was right: Hidden within the book was a white stone with a notch carved into it. Their father had rigged the ceremony so he would never be chosen. To comfort his brother, Malick cast the stone into a pond. From that point forward, no one's safety would be assured.

"Seriously? What kind of lunatic has land mines in their front yard?"
— DAISY



In present day, the inner circle has gathered. Malick proudly proclaims that despite their doubts, he brought Hive back to Earth. Hive enters, but the heads of Hydra are unimpressed—he just looks like Ward. As a show of his power, Hive reveals his true form, his head a mass of tentacles. The inner circle is stunned.

"See and believe."

— HIVE

GT ARGROCHEMICAL — UPPER PENINSULA, MICHIGAN

Coulson and his team burst into the facility to find that most of the files and equipment have already been stolen or destroyed. All that's left are large aquariums filled with smoke, ash, and the burned husks of *Magivicada septendecim*—otherwise known as locusts. But Giyera remains in the building. Coulson and May trap him in an empty room, and May knocks him out; they place him in a containment module. Fitz has tracked the data Giyera stole: He uploaded it to a server in an oil field in Schoonebeek on the Dutch-German border.

James awakens on his couch, where Daisy and Lincoln have him cornered. Lincoln brings James up to speed on Afterlife's fate and offers a bargain. Lincoln's brought a Terrigen Crystal with him. If James cooperates, he'll get his wish of becoming fully Inhuman. James reveals he stole a spherical alien artifact from Afterlife that Jiaying believed belonged to a being created by the Kree. The Kree didn't "fall from the heavens," as Daisy was told—they were shot down by one of their own creations. "Alveus" was supposed to unite the Inhumans, but became too powerful and was banished to Maveth.

Lincoln takes the artifact, but reneges on his pledge to leave the Terrigen Crystal. Enraged, James warns Daisy that Lincoln's last relationship ended with him almost murdering his significant other.

"I knew it would come back to haunt me, I just didn't think it would actually come back to haunt me."

— COULSON

On *Zephyr One*, Giyera has awakened. Simmons has determined that Transia was trying to counteract invasive species like the European starling. For some reason, Hydra wanted the research buried. Simmons also has deduced that Hive isn't controlling nanoparticles—he's entirely comprised of them. Ward is now a parasitic hellbeast with the memories of its host. Coulson realizes his poor judgment has created a monster, and Fitz reminds him of his own words.

Malick looks for the copy of *Paradise Lost*. Hive and Stephanie are waiting for him in the study. Hive says it's time for Stephanie to learn the truth about her father: Malick faked throwing away the notched stone. As a result, Nathaniel was chosen to travel to Maveth, where he was killed. Gideon comes to the horrifying realization that Nathaniel became Hive's host. But Hive says he still needs a Malick by his side. He kisses Stephanie. As they part, a stream of parasites enters her, and she screams as she's eaten from the inside out.

Returning to the Quinjet, Lincoln tells Daisy that depression led him to alcoholism. One night, drunk, he drove himself and his girlfriend into a telephone pole. If Gordon hadn't been watching them, they'd both be dead. Lincoln tells Daisy he'd never hurt her. From now on, there will be no more secrets. Daisy decides to open up about her vision of the future.

"I don't know when, but someone on our team is going to die."

— DAISY

On *Zephyr One*, Giyera escapes and uses his telekinesis to send the plane into a freefall, on a collision course with an oil field below—until the ground opens, revealing a hangar.

May is barely able to send a distress call to Daisy before Giyera knocks her unconscious. Hydra has *Zephyr One* and the rest of the team.

Daisy is terrified that this is the beginning of her vision. Lincoln tells her they have to do something...

"Let's call them in."

— DAISY

TAG

Malick sits alone by the fire, numb to the pain. Hive enters with the good news that they've captured a S.H.I.E.L.D. airship and taken prisoners.

"Sacrifice is never easy. But we have balanced the scales today. You have nothing else to fear. Together to the end."

— HIVE

FIELD-OP NOTES:

- Hive gives Stephanie a limited-edition copy of *Paradise Lost* as a token of his appreciation.

Luke Mitchell and Chloe Bennet pose for a display of Lincoln's powers; the final effects were added in post-production.



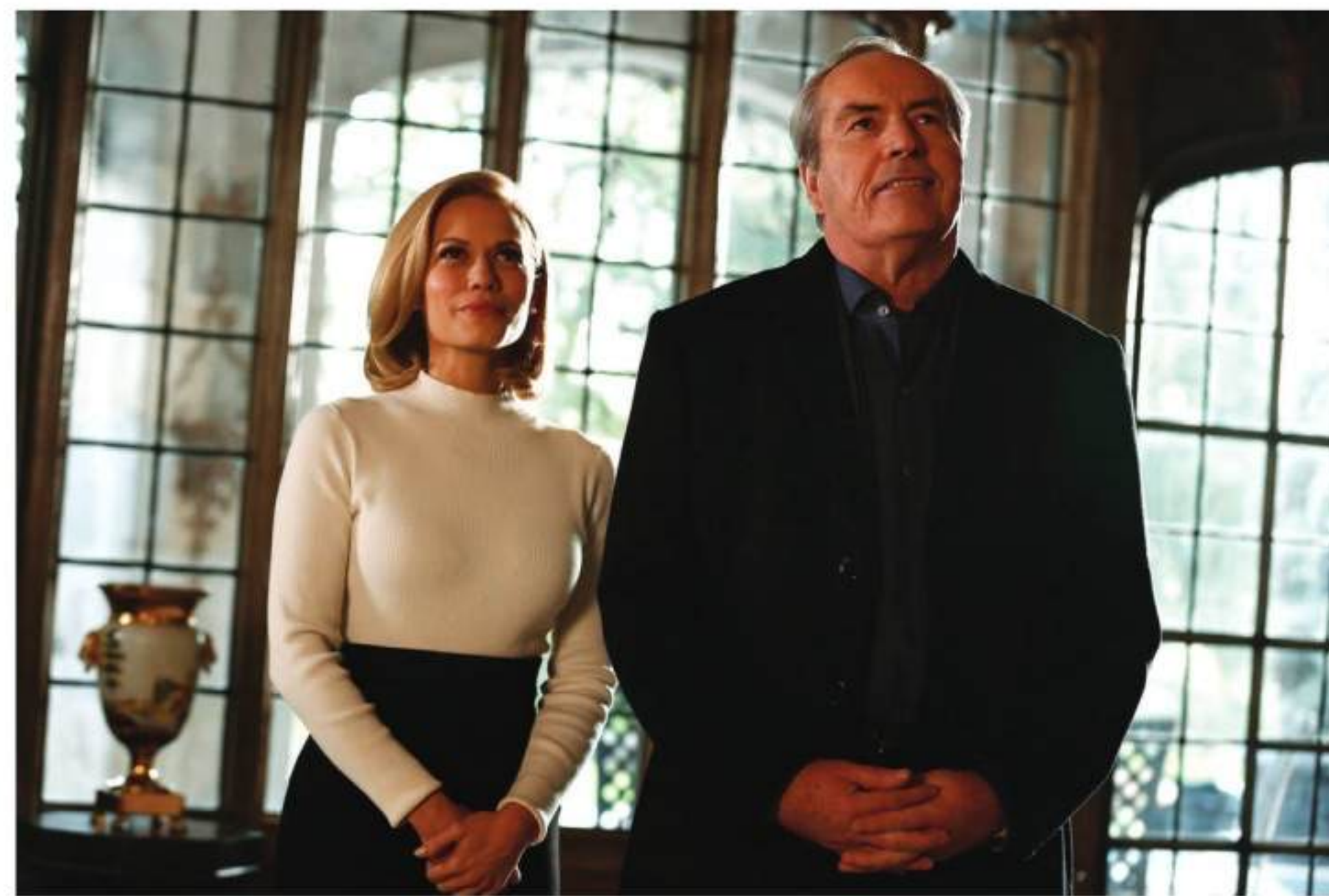
THE PAST RETURNS

Taking its name from John Milton's epic poem, "Paradise Lost" reveals more of the multifaceted origins of Hydra and its leaders. "We'd always talked about this episode as our villains episode where we delve into the psychology of one of our main villains," co-writer Sharla Oliver says. "They're always much better when you understand where they're coming from. With Malick, we wanted to give him a very definite reason why he's gone down this path his entire life to bring this being back."

Feeding Malick's drive is the guilt he feels over sacrificing his brother. Ultimately, he proved to be no less cowardly than his father. "He feels if he can get Hive back, it may somehow be a redemptive process for what happened between he and Nathaniel," Oliver says. "But now that he's succeeded in bringing Hive back, he realizes that he's in a little over his head."

"He's definitely getting more than he's bargained for," co-writer George Kitson says. "He thought that he was in control—he was kind of lying to himself—but it isn't until the very end of the episode when he's in the study that he's ready to die because he doesn't want Stephanie to look at him the same way that he looked at his father."

In the wake of his vision, Malick must live with the fear that Hive is going to kill him. However, the pain Hive ultimately inflicts is more metaphorical—though not



for Stephanie. "There's a prevailing theme of sacrifice in this episode," Oliver says. "Malick was never willing to sacrifice himself, but he was always willing to sacrifice other people around him. And it comes back to haunt him."

Meanwhile, Daisy and Lincoln's relationship reaches a new level. "I think that the natural progression in Daisy and Lincoln's relationship occurs in this episode as we see them starting to get closer and share secrets," Oliver says. "They're both telling each other things in this episode that they've never told anyone else. And we wanted to show them getting closer right before we ripped them apart in the next episode."

"We realized that we don't know a lot about Lincoln, so we wanted to give a little bit of framing about who he was and why he has these anger issues," Kitson says.

"The producers were really great and told me that they wanted to play a little bit more in the darkness of Lincoln," Luke Mitchell says. "In Season Two, it really appeared that he believed everything was great—sunshine and roses. And I think the transition to this moment is really cool. We learn that Jiaying and Gordon were essentially responsible for not only saving his life, but also helping with his transition to becoming Inhuman, and we understand now why Afterlife was such a safe place to him."

"It's interesting for Lincoln to open up like this to Daisy because she's hearing how Jiaying was actually a very helpful person in Lincoln's life," Oliver says. "Despite the fact that he turned on her later, she was very formative in his earlier life."

Like Malick and Lincoln, Coulson faces the consequences of past actions. "Fitz notices this darkness in Coulson that is lingering and tries to get to the bottom of it," Oliver says.

"Fitz has seen this dark side of Coulson—but at the same time, I think he knows Coulson very well and still trusts him," Iain De Caestecker says. "And I know there

were moments that Fitz considered and even tried to do the same thing. What Coulson did was wrong, I think. But maybe Fitz doesn't judge him quite as much—he understands where the anger and hatred came from."

"In earlier drafts, Fitz was more accusatory. But in the version that was filmed, Coulson owned up to things more," Kitson says. "Up to this point, Coulson's been acting like everything is fine, but it's not. And he and Fitz are the only two that really saw what happened with Ward on Maveth. And so now that Coulson has seen 'Ward,' he's being forced to deal with what happened. It's easier to move on when the body is not up and moving around. Fitz, in a very Fitz way, tries to boost him up a little bit, almost repeating Coulson's words back to him."

NEW WRITING RECRUITS

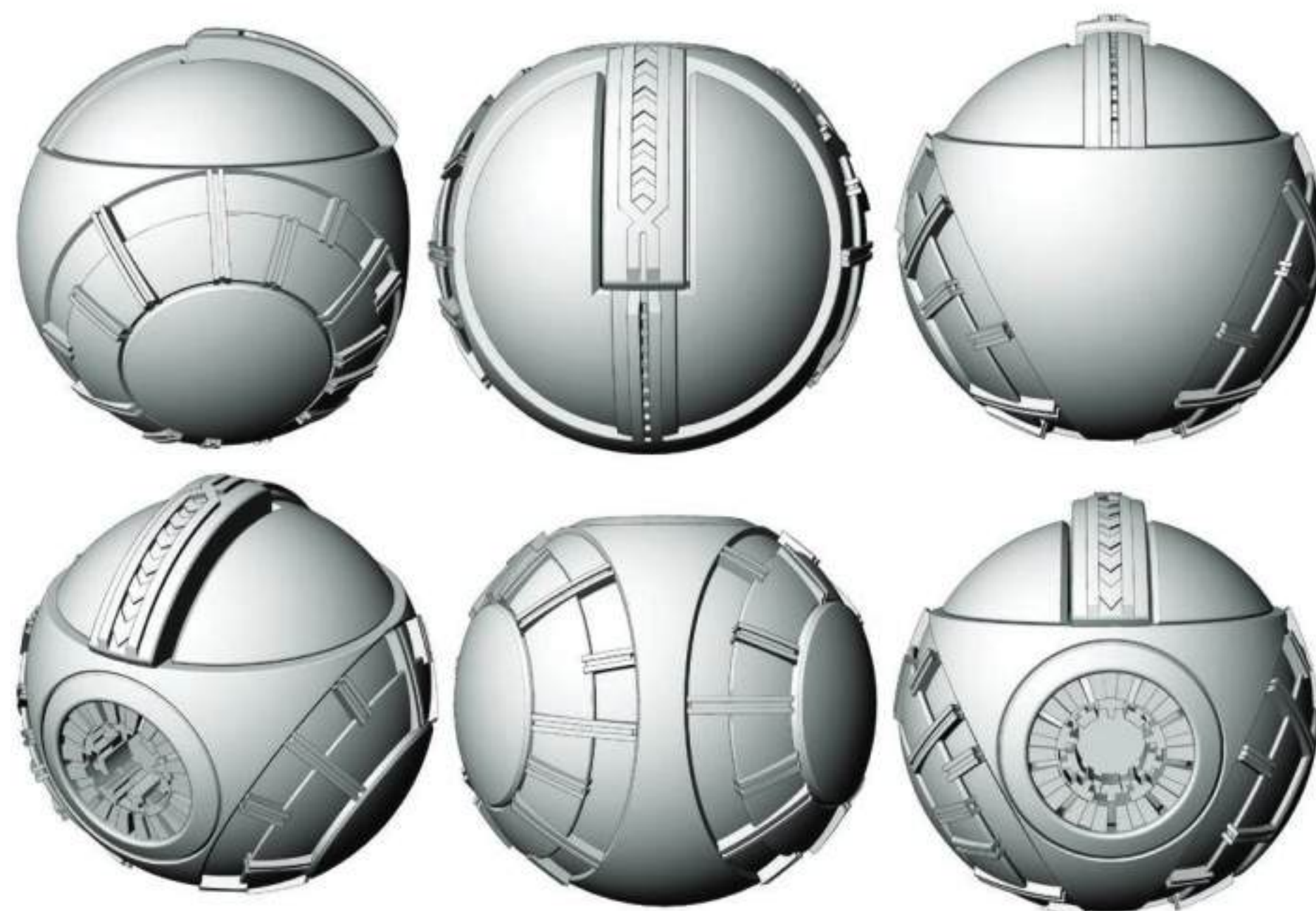
Though it was their first time writing an episode, George Kitson and Sharla Oliver have worked in the writers' office for three years, Kitson as Executive Producer Jeffrey Bell's personal assistant, and Oliver as an office assistant. They learned they'd be writing for the show midway through the third season.

"They asked us if we'd like to write episode sixteen, and we both said our own versions of 'Yes please!'" Kitson says. "We've both been here since pretty much day one of the series, and we're both here because we want to learn and continue our writing careers."

"We both have had the opportunity to be in the writers' room a lot and have been encouraged by everyone to step up and pitch ideas," Oliver says. "As we've gotten more comfortable, they probably noticed and thought, 'Why don't we give them a chance?' We feel super lucky to be in a writers' room where everyone is so supportive."



Writers Sharla Oliver and George Kitson.



Studio Art and Technology's concept art of the Kree artifact.



HIVE REVEALS HIS TRUE SELF

The Malick family home has deep roots not only in Marvel mythology, but also in TV history. "It's the exterior establishing shot of Wayne Manor from the classic 1960s *Batman* television series," Production Designer Gregory Melton says. "But where *Batman* never used the interior of the building, we used the entirety of the location. It's this wonderful old East Coast-looking home with an English vibe that gives Malick a rich history."

For Hive's new Hydra-esque visage, the Visual Effects team studied reference imagery of squids—particularly skin textures, translucency, and tentacle movement. "The tips of the tentacles curl at the bottom to resemble the Hydra logo," Visual Effects Supervisor Mark Kolpack says. "But the Hydra logo itself is flat, two-dimensional art that really doesn't translate. It needed to be reminiscent of the Hydra logo but in the real world. The tips really help evoke that feeling. Joshua James Shaw illustrated a concept for Hive's look that we then had to animate and translate to screen."

Creative Director Joshua James Shaw looked to Hive's appearances in the comics for inspiration. "Hive in the comics is basically made up of all these tentacles—so when he's Ward, it's an optical illusion," Shaw says. "I started off doing a few passes that showed a cloaked face, then a full face, and eventually a full body. "We ended up doing quite a few head variations. Once we locked in the design of the head, I illustrated a close-up of a hand and a tentacle to show some of the finer details. I wanted it to appear like they were sort of losing their structure, being made up of these nanoparticles. In terms of color, we all decided on using more of a pale look for the tentacles, which I thought was really cool because if you look at reference photography and video of octopuses, they can change colors and almost go to a pure white."



Concept art by Creative Director Joshua James Shaw.



GIYERA STRETCHES HIS LEGS

Giyera's fight in an empty room, where he can't use his powers, gave actor Mark Dacascos—a world-champion martial artist—a chance to show off his hand-to-hand skills. "Mark Dacascos is such a great fighter, and the scene was very much generated out of finally wanting to give him a showdown," Oliver says. "And who better to do that with than May?"

"I love Mark so much," Ming-Na Wen says. "He is the real deal. And I was really nervous having to fight with him, knowing that he's a real ninja master and I only play one on TV. Talk about someone who has incredible skills as a martial artist but has the ultimate heart of a Buddha, really. He was always making sure that we were safe, always making sure I was good. He raised my bar higher."

"In that sequence, we put Mark on a basic wire rig, and he had to run up the side of the wall and land it, and it's all him," Stunt Coordinator Tanner Gill says. "It's not a stunt double. Mark's very fit, and it really shows."

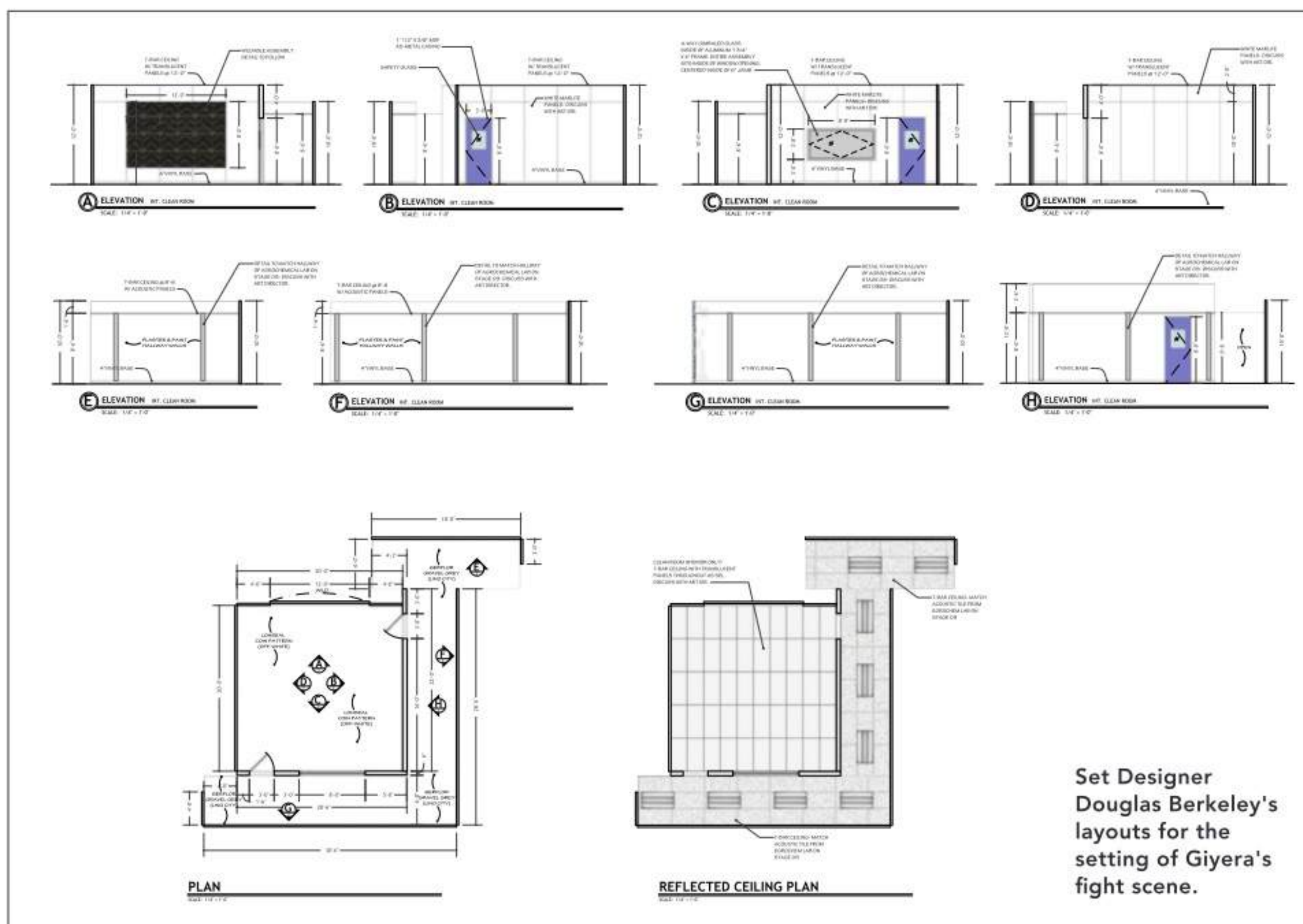
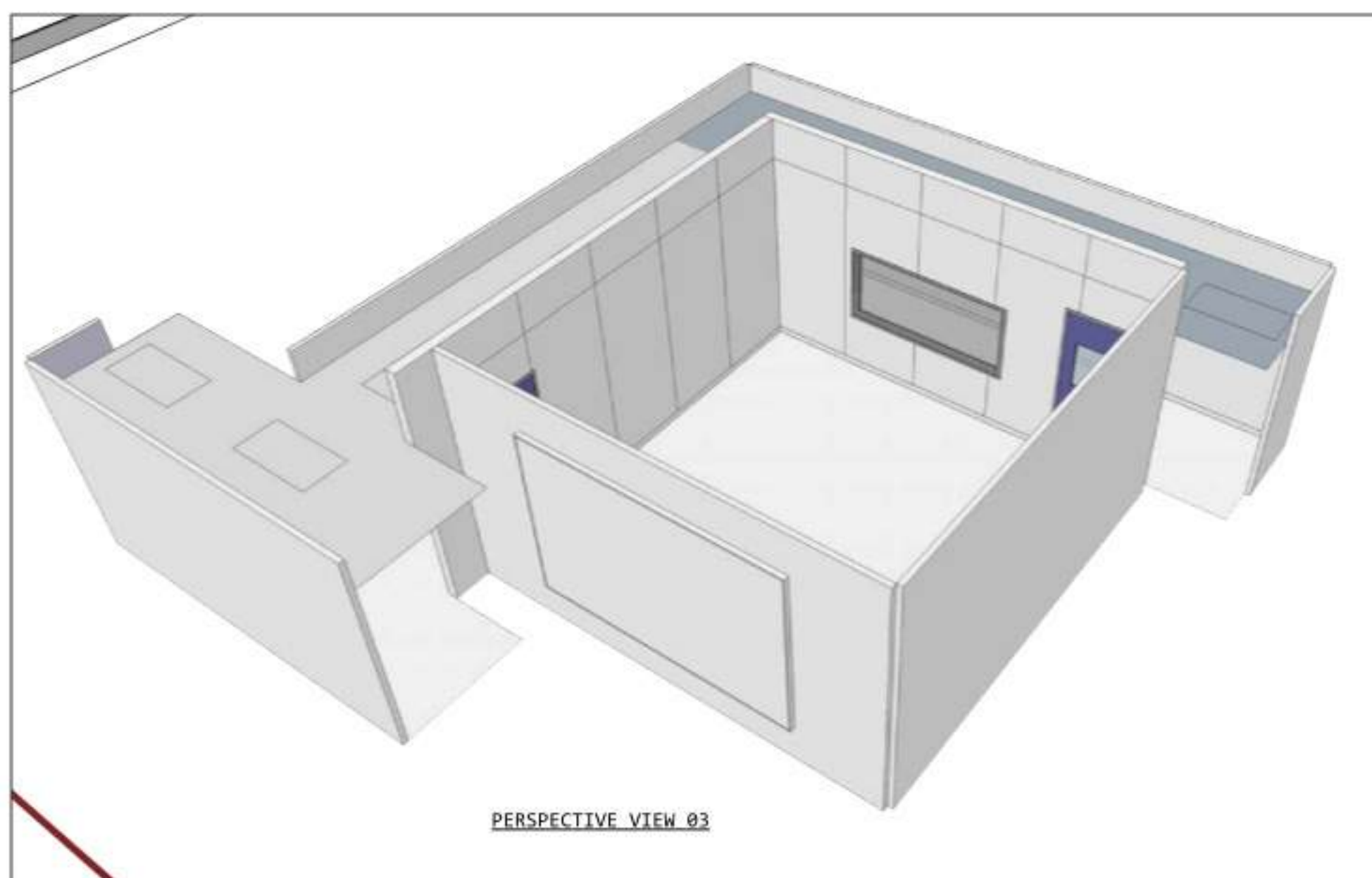
"Mark had so much fun doing the fight sequence," Kitson says. "He's the nicest guy, and it was fun to see these two go toe-to-toe."

But the stark setting complicated the shot for the actors. "It was a white room," Oliver says, laughing. "So it gets dirty very easily, and you see everything. It's two figures in black with a white background, so there was no margin for error in their fighting. It had to be exact."

"That's one of the hardest days we've had so far," Wen says. "Because when the room is all white and there's nothing to remotely camouflage the fight moves, if you make one small mistake or miss the small margin of error between the camera angle and how you throw a punch or land a kick, you'll see it. You see the white between, and your eyes read it as a complete miss. We had to do it over and over, and it turned into a really long, physical day."

"It was pretty much a full day of second-unit shooting for that sequence," Kitson says. "They had doubles, they had wire rigs, they had an overhead camera looking down—it was a pretty involved shoot."

"Our cast has come so far in training with us that most of what you see on screen is them, not stunt doubles," Gill says. "I'm proud of the whole cast. Ming, Chloe, Clark... Everyone is so gung ho and ready to go. And I have to say, everything in that fight, with the exception of May's flip off the wall, was all Ming. She's so great. She's always enthusiastic and works so hard. She wants to make it better every single time."



Set Designer Douglas Berkeley's layouts for the setting of Giyera's fight scene.



S.H.I.E.L.D. DEBRIEFING

THE TEAM

DIRECTOR: ELODIE KEENE

WRITER: DJ DOYLE

PRODUCTION DATES: FEBRUARY 5, 2016 — FEBRUARY 17, 2016

ORIGINAL U.S. AIRDATE: APRIL 19, 2016



THE TEAM

MISSION DESCRIPTION:

En route to save the team, Daisy and Lincoln pick up Joey Gutierrez—interrupting his date—and Yo-Yo Rodriguez. Daisy prepares the fully fledged Secret Warriors to retrieve *Zephyr One* and crew from a Hydra bunker 300 feet underground. Their mission starts as they parachute into enemy territory.

HYDRA HQ

Coulson and his team are barricaded inside the *Zephyr*. Malick advocates for the plane's destruction, but Hive promises the situation will draw out their fellow agents. Mack and Fitz rescue an injured May and bring her to a utility room, where the team is attempting to keep Lucio and his soldiers at bay. They need a miracle. And it comes in the form of the Secret Warriors.



Daisy and Lincoln split from Yo-Yo and Joey. Daisy finds the *Zephyr* and forces open the hangar door, calling on the rest of the team to converge on her location. Elsewhere, Lincoln sends a pair of soldiers crashing through a glass door, where he finds and arrests Malick.

The Secret Warriors fight their way onto *Zephyr One*. Joey melts a fallen beam into a shiv and kills Lucio—shocking even himself. The teams are reunited, but their pilot is down. May rallies: She may not be able to walk, but she can still fly.

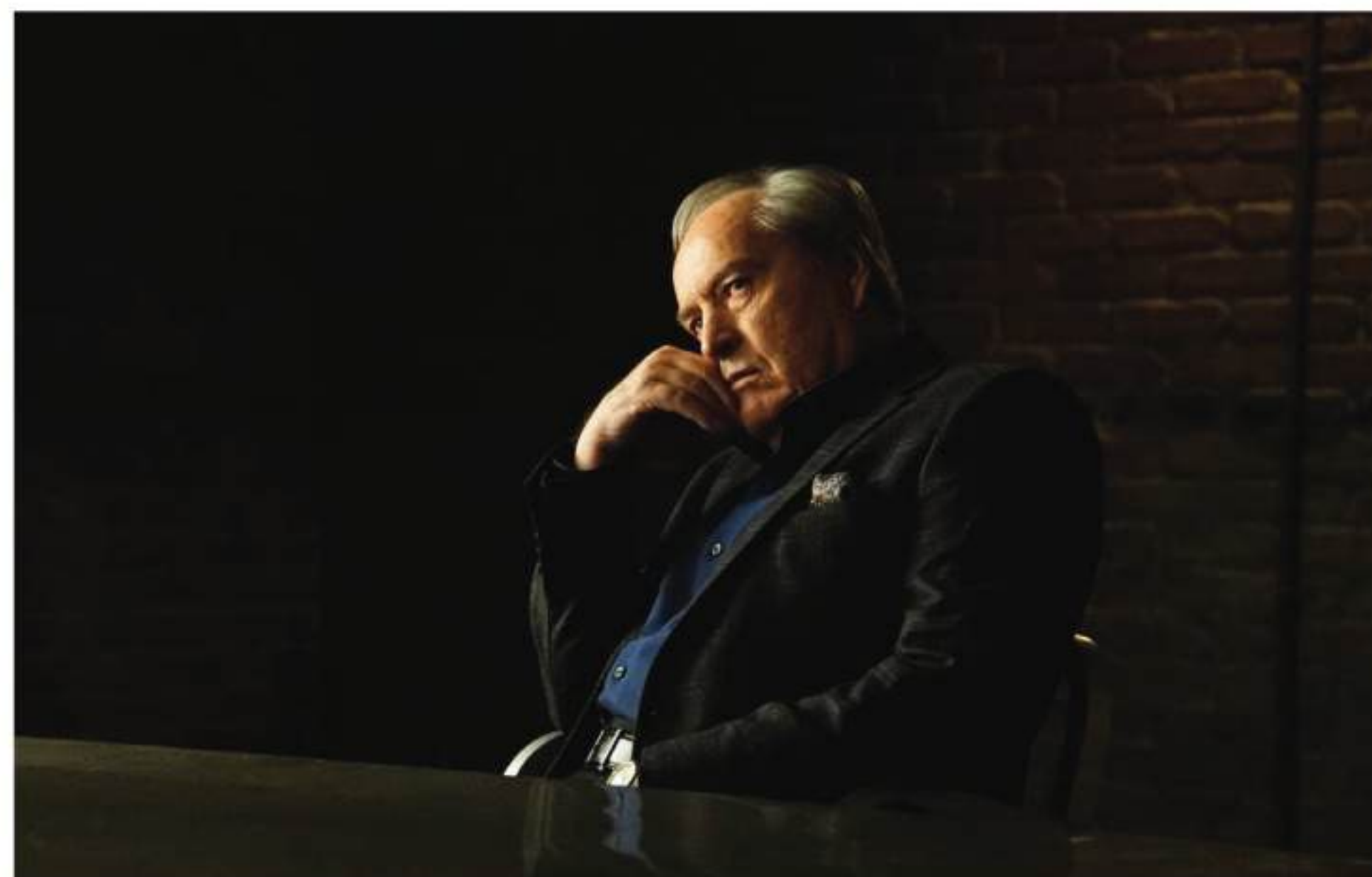
Hive and Giyera watch the *Zephyr* depart, unconcerned. They now have someone on the inside.

S.H.I.E.L.D. HQ

The team celebrates. Yo-Yo and Joey entertain the group with their heroics, proud of their newfound mastery of their powers. They escaped relatively unscathed—and captured the person they believe to be the head of Hydra.

Under interrogation, Malick tells Coulson that Hive killed his daughter—and warns of a coming reckoning. His cryptic talk reveals one important detail: Hive can control Inhumans.

"You're a helluva team."
— DAISY



In asset storage, Daisy catches Lincoln eyeing the Kree artifact they obtained from James. Lincoln is worried about Joey—his first kill has him pretty shaken. Meanwhile, Mack gives Yo-Yo a tour of the base, doing his best to convince her that S.H.I.E.L.D. doesn't kill its enemies indiscriminately. Though she remains wary, Yo-Yo reassures Mack that she trusts him.

Recovering from her wound in the lab, May refuses pain medication. Nearby, Fitz and Simmons inspect Lucio's corpse. Despite being dead, his body temperature is still a normal 98 degrees. Simmons finds it fascinating, but Fitz is concerned. Regardless, they agree the body needs to be quarantined.

Realizing his base is full of Inhumans in danger of being compromised by Hive, Coulson quietly tells Mack to lock down HQ. Fitz suggests talking to the Inhuman agents, while Mack supports containment. Simmons has a better idea: Because Hive is a parasite, they can use Lucio's body to devise a test for infection. Coulson agrees, but tells her to keep it quiet. Daisy enters, suspicious that the base is on lockdown. She returns to the other Secret Warriors and tries to keep them calm, but they're frustrated that no one trusts them.

Coulson resumes his interrogation of Malick. The two level with each other: Both feel responsible for Hive. Coulson invites Malick to seek revenge for his daughter's death by helping him kill Hive.

Simmons performs an autopsy on Lucio as Fitz watches, trying to keep the mood light despite the fact it seems their friends are always trying to kill them. Simmons discovers a black plaque infesting Lucio's brain. Hive's parasites start there, then take control of the body.

"We're S.H.I.E.L.D. agents—today could be worse."
— SIMMONS

Out of options, May suggests they quarantine the Inhumans—just as the lights go out. Fitz and Simmons find a grenade in the interrogation room next to an unconscious Malick. Before they can react, it explodes—killing Malick. As the team convenes, the situation intensifies. Coulson tells Daisy about

Hive's ability. A standoff ensues as tactical agents enter and train I.C.E.R.s on the Inhumans, who retreat to the common area. Joey melts the doors, locking them inside. Lincoln explains to the group that Malick is dead, and that S.H.I.E.L.D. suspects them. Each Inhuman distrusts the other. Daisy agrees with Yo-Yo and Joey that they need to escape and figure this out on their own. Ignoring Lincoln's objections, she guides them to a hidden elevator that leads out of the base—but the hallway opens into a containment room, where Coulson is waiting for them. Daisy has tricked them for their own good.

Coulson reveals that they found the Kree artifact in Lincoln's locker, and accuses him of stealing it for Hive. Lincoln protests, but the story checks out: Lincoln was alone with Hive in the Transia building and could have been under his sway this whole time. Lincoln lashes out, but Daisy quakes him against the wall, knocking him out.

The Inhumans are led to individual containment rooms. Yo-Yo gives Mack the cold shoulder, telling him to go back to calling her Elena. Simmons tests Joey for Hive's infection. And in a containment room of her own, Daisy admits to Coulson that she feels as though she's failed—it took so little to split her team apart. Coulson reassures her that it isn't her fault—it's part of being a leader. And Hive is immensely powerful. But with the risk so great, Coulson is grounding the Secret Warriors.

In Fitz's room, he and Simmons take a break from lab work. The two kiss, but Fitz pulls away. He's afraid they're going too fast. Simmons suggests that after 10 years, their relationship shouldn't wait any longer.

"I've met gods. Gods bleed."
— COULSON

"We'll be stronger next time. You'll see."
— DAISY



"Who needs space? Because I've got something magnificent right here: a picture of space."
— FITZ

and fly into her eyes. Daisy is infected: She planted the grenade that killed Malick. She set up Lincoln.

Lincoln tries to tell Daisy she's been compromised, but she insists she's happier than she's ever been. They share an emotional farewell. As Daisy exits, she grabs the Kree artifact and a container of Terrigen Crystals, then uses her powers to cause a catastrophic quake. As the base crumbles, she leaves Coulson—one of her closest friends—buried under the debris with his leg broken.

TAG

Hive and Giyera discuss the need to move to another base now that S.H.I.E.L.D. knows their location. With Malick dead, there's the matter of his estate—all \$960 million of it.

"Malick built something very impressive with his life. Let's spend it."
— HIVE

FIELD-OP NOTES:

- Mack has been doing his best to learn Spanish, while Yo-Yo has been doing her best to learn English.

RUNNING BEHAVIORAL OBSERVATIONS:

- (Almost) Hit in the Head with a Fire Extinguisher — 1



THE WARRIORS COME OUT TO PLAY

Fans had been waiting for this moment since Coulson handed Daisy the “Centipedes” folder at the end of Season Two: The Secret Warriors’ first official mission.

“Daisy handles stepping up to be a leader pretty well,” writer and Story Editor DJ Doyle says. “This wasn’t something she was prepared or trained to do—she jumped into action because her friends were in trouble. And this sequence was supposed to be one bright and shining moment before it all comes tumbling down. They pulled it off. The system of letting the Secret Warriors live their lives and calling them into battle when they were needed seemed to work well. You want to be proud of this team, at least until you realize that we’ve moved past that to something far scarier.”

The time away has allowed Joey and Yo-Yo to grow. In Yo-Yo’s case, that includes not only refining her powers, but also studying a new language. Is she driven by growing affection for Mack, or by pure professionalism?

“I wanted to leave Yo-Yo’s reasoning for learning English open to interpretation, but yes,” Doyle jokes. “She’s kind of got Mack in the back of her mind there. She’s just joined S.H.I.E.L.D., and they all speak English, so she probably needs to learn to communicate with them. But while you’re practicing another language, you picture yourself saying things to another person, and his image kind of snuck into her head—that’s the way that I imagined it.”

Mack reciprocates her efforts.

“I didn’t want to go to a place where Mack put himself out there immediately and showed he was interested in her,” Henry Simmons says. “Mack wouldn’t put all his cards on the table like that. So I would just give the hint that maybe Mack was interested. There’s just a little something there. So when she comes back, he also doesn’t flat out say that he likes her, but he shows it this time through his actions. He takes her around the base and makes a point to show her that what they’re trying to do is for the greater good and not to harm anybody. He’s takes her around the base to make sure that she’s comfortable, but also to make sure she understands what kind of person Mack is. It’s the time that he takes—the details—that shows her that he digs her.”

“He represents the necessary trust for her,” Natalia Cordova-Buckley says. “He’s who gives her the nickname ‘Yo-Yo’ and is the first person with S.H.I.E.L.D. who she meets.”

“Each of them sees a bit of themselves in the other person,” Simmons says. “She’s using her powers to

protect people that she cares about, and he’s using whatever resources he has to protect individuals, as well. Initially they may not have agreed with how to go about protecting people, but there is a respect between them. They both believe they’re good and noble people doing things for the right reasons. I think there is an element of faith that also plays into it, and that’s a revelation for Mack. He’s hasn’t really told anyone about his faith. And I think he just enjoys having her around. There’s a mutual attraction.”

But their blossoming relationship is torn apart by Hive, whose true intentions become clear: He wants to unify the world under his control in order to bring about peace. “It goes back to our theme of connections this season,” writer and Consulting Producer Craig Titley says. “Hive wants everybody to be connected, and he has the memories of all these people living inside of him that he can access, so it’s just fascinating. He’s looking at the headlines and seeing the state that the world is in, and his idea isn’t half bad: If the world could all be connected, with everyone serving the greater good, that’s a beautiful thing. But of course later in the season we see that it’s not as noble as one would have hoped.”





Daisy is the key to Hive's plan. Her betrayal of Lincoln—like Hive's use of her old name, Skye—harkens back to Ward's conflicting emotions during his turn. "Daisy really puts the screws to Lincoln," Doyle says. "And I really give a lot of credit to Chloe for figuring out how to play that, because it's a big turn for her. Sway in our world is different than Kilgrave's world in *Marvel's Jessica Jones*, where you're told to go get the apple, and you walk and get the apple no matter what. Sway in our show is a reshuffling of your priorities. There's a bit of an addiction metaphor to it because it reprioritizes all of your life goals, but it also makes you do things you never thought you would do—like framing Lincoln, in this instance."

"When you're under sway, it heightens certain things," Chloe Bennet says. "Dopamine is being pumped through her veins, and she's essentially on drugs without her knowing it. She's the same person that she was, but it heightens what you already feel, or what you're insecure about, or even what you've always wanted."

It's a feeling with which Lincoln is intimately acquainted. Understanding that lack of control, he chooses not to give up on Daisy. Instead, his anger manifests itself toward Hive, and he decides to stay with the team to end that threat.

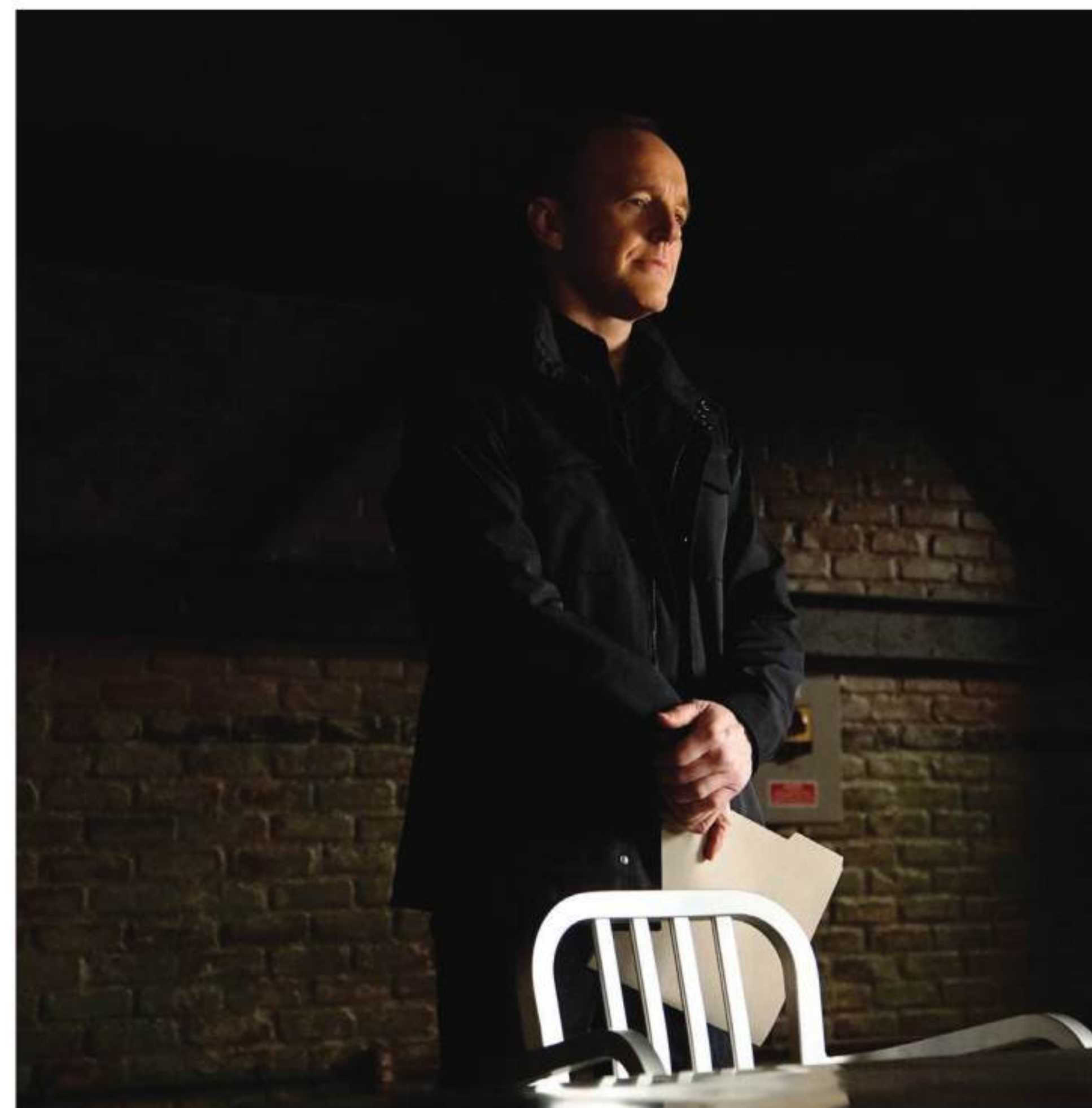
"He's in love," Luke Mitchell says. "There's no other way for me to justify Lincoln's actions other than that fact. Daisy is kind of all he has left—he can't live the normal life that he wanted really. But he's got Daisy. And he loves her—and through that, he starts to understand S.H.I.E.L.D. and starts to feel safe in S.H.I.E.L.D. I think it's a familial thing that we all crave—it's at the core of every human being. But it's a complicated process, because he has to figure out his place in the organization."

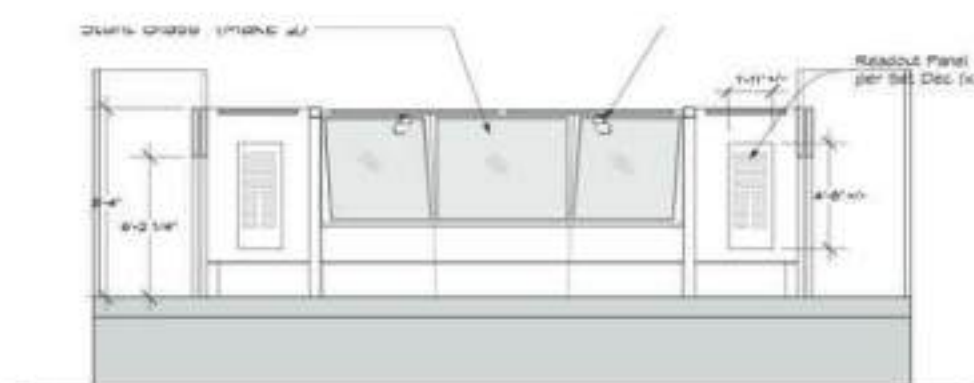
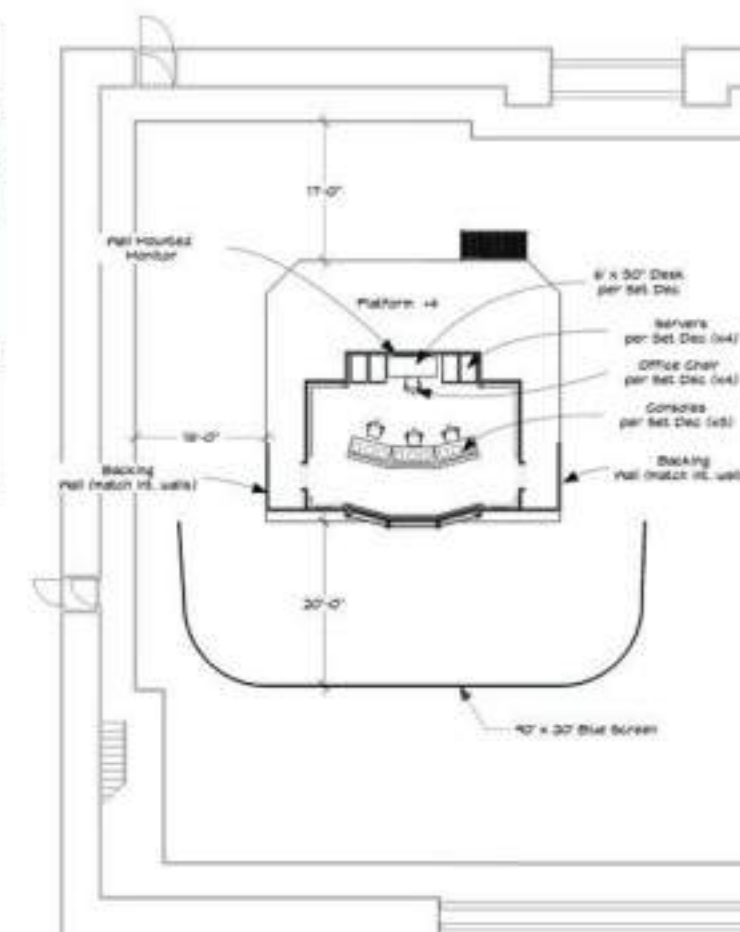
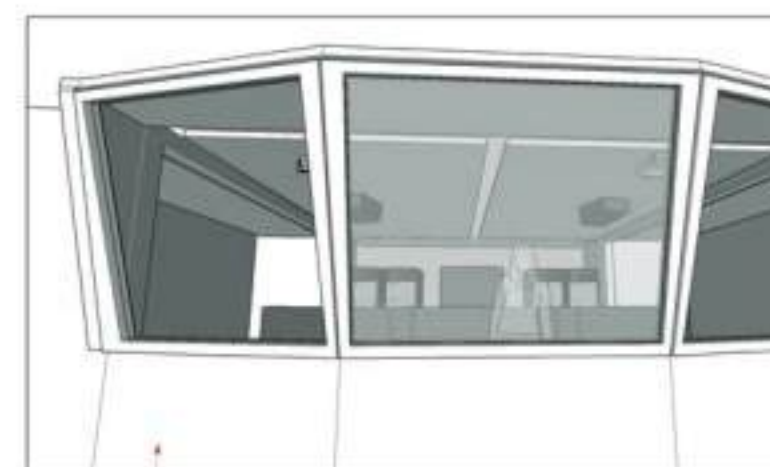
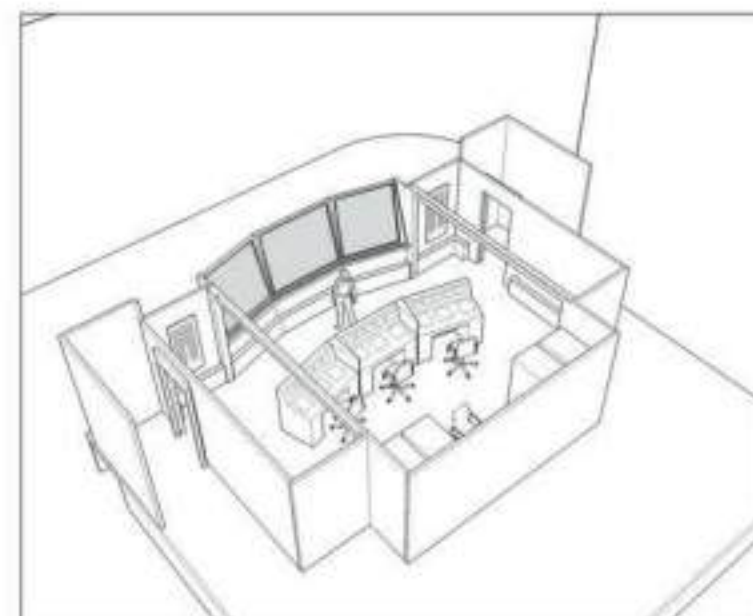
"I think it's been really interesting writing for Hive because he has such an alien outlook on the world," Doyle says. "It was just a one-page scene, but I enjoyed the idea of Hive eulogizing Malick in his own way at the end of 'The Team.' Hive's

not the type to make speeches. He admires what Malick has done, but there are literally entities inside of him that bitterly hate Malick and blame him for a great many things."

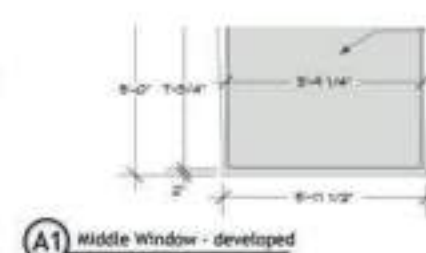
As Hive's powers manifest, he becomes virtually untouchable. He can eviscerate humans; he can infect and sway the minds of Inhumans. "So what do you do?" Doyle says. "Our heroes are at such a deficit when it comes to confronting Hive because there's no Achilles heel that's immediately apparent."

In his dying moments, Malick provides S.H.I.E.L.D. with information that will lead them to Hive. But has he redeemed himself? "No," Doyle says. "He's lost everything. On a practical level, he's lost Hydra; on a personal level, he's lost his daughter, Stephanie—who was his world. He's also had his faith completely stripped from him. And in the end of his life, he's having to confront that. But I don't think he would have come out of these moments a better person—he's just motivated by revenge. He wants to take one last shot at the person responsible for destroying his world and whom he dedicated his whole life to. I don't think he repented."

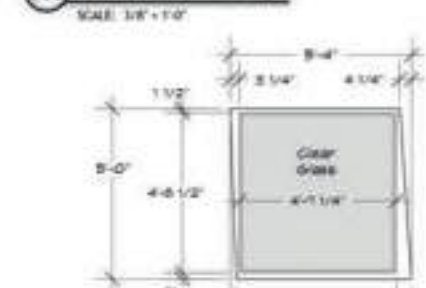




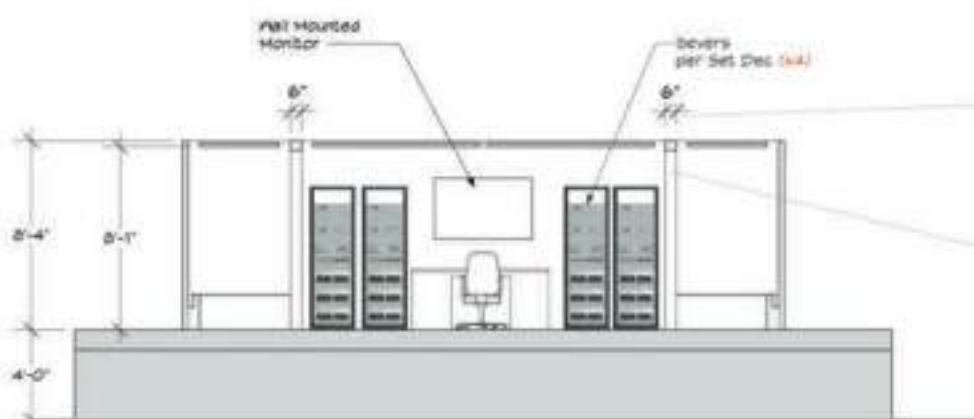
A ELEVATION
SCALE: 1/4" = 1'-0"



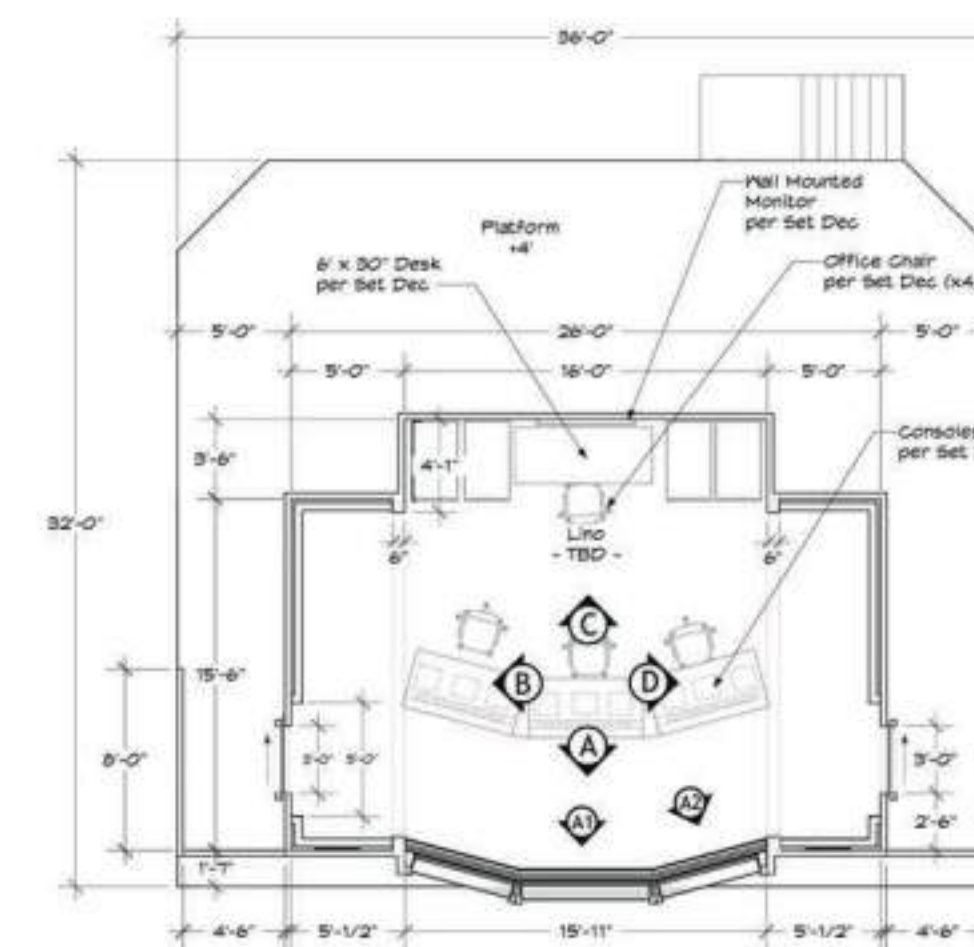
A1 Middle Window - developed
SCALE: 3/8" = 1'-0"



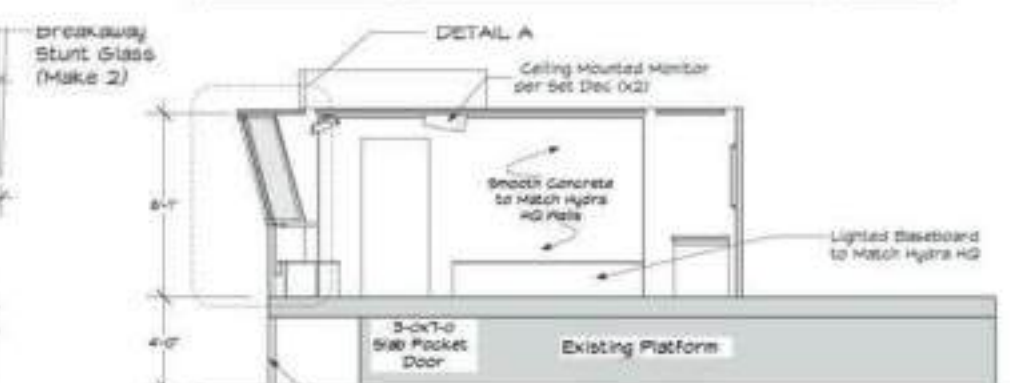
A2 Right Window - developed (mirror for L side)
SCALE: 3/8" = 1'-0"



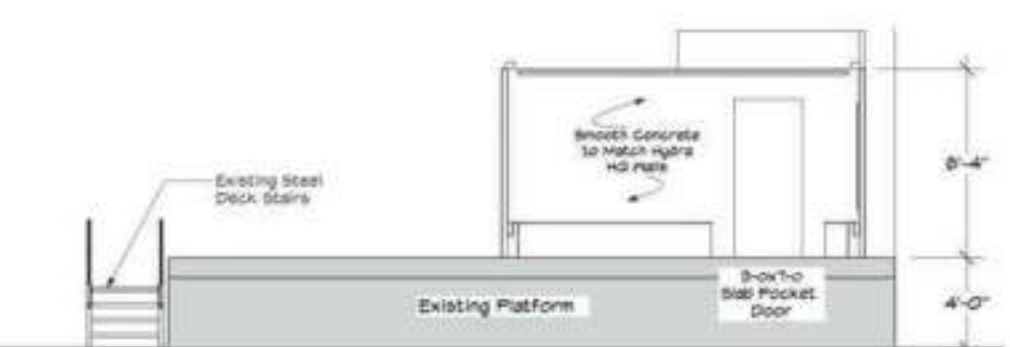
C ELEVATION
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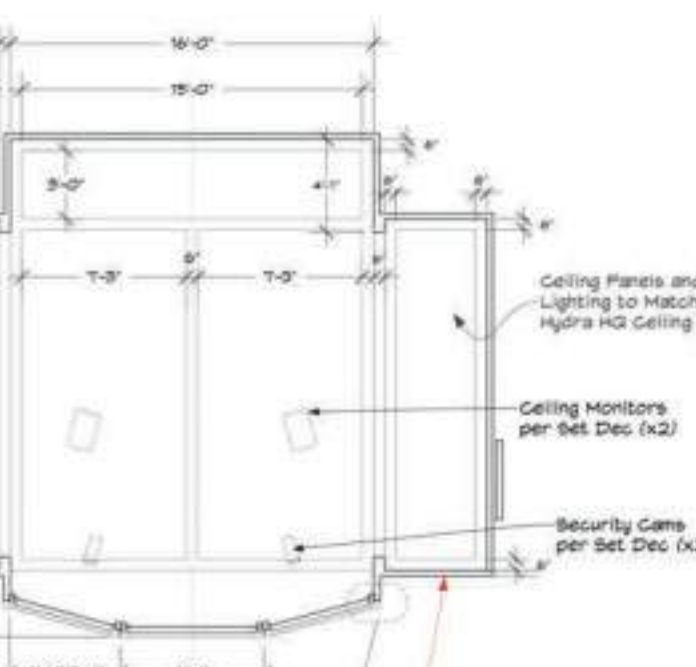
1 Hydra Command Center - plan
SCALE: 1/4" = 1'-0"



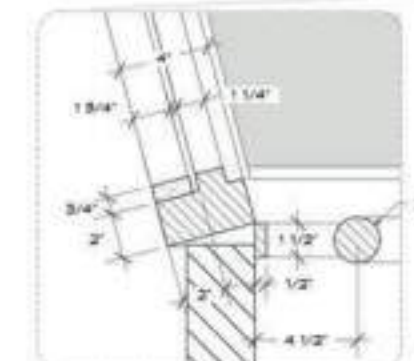
B ELEVATION - developed
SCALE: 1/4" = 1'-0"



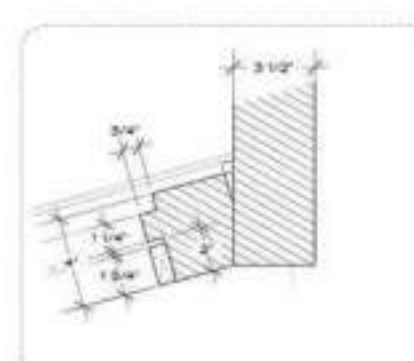
D ELEVATION - developed
SCALE: 1/4" = 1'-0"



2 Ceiling - reflected
SCALE: 1/4" = 1'-0"



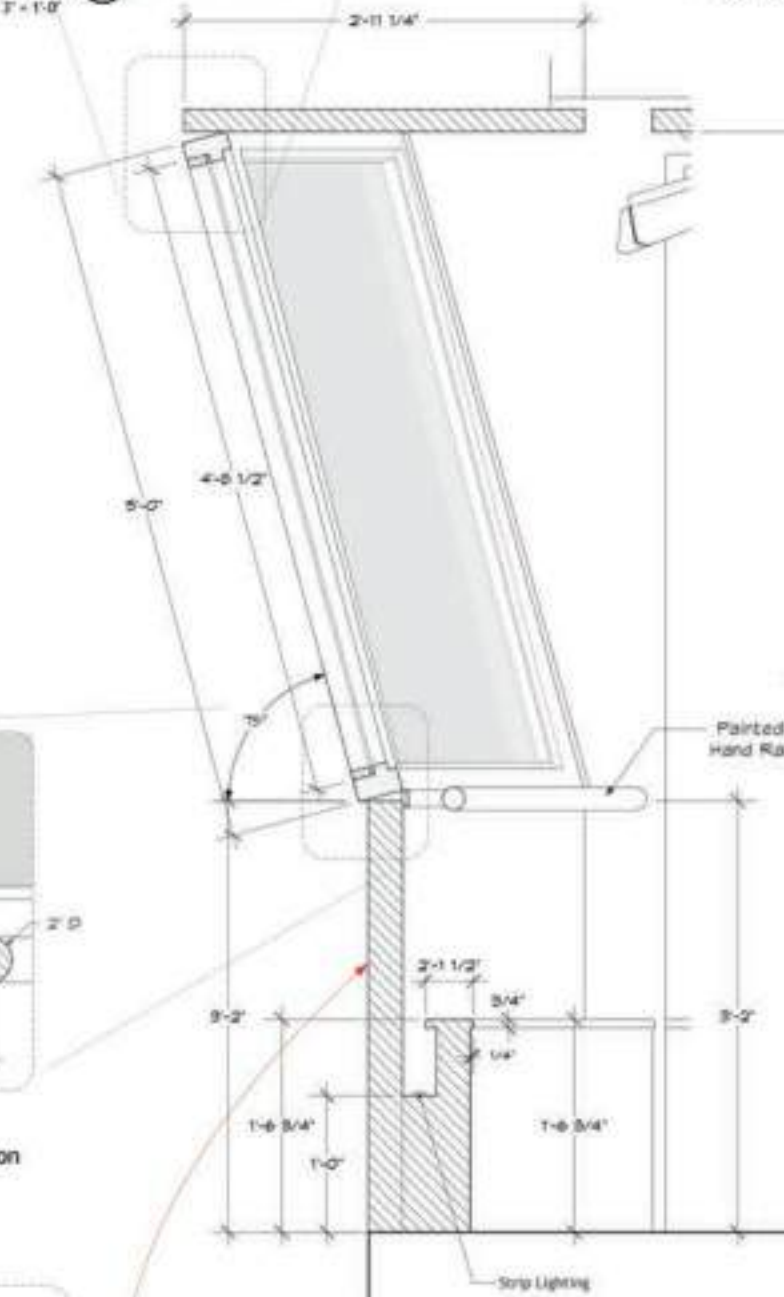
C Frame Section
SCALE: 3/4" = 1'-0"



D Frame Section - developed
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B Frame Section
SCALE: 3/4" = 1'-0"



A Frame Section
SCALE: 1 1/2" = 1'-0"



THE RAID

The assault on Hydra's base required the collaborative efforts of the Art, Stunt, and Visual Effects departments.

Visual Effects Supervisor Mark Kolpack's team faced the task of showcasing the Secret Warriors' abilities while ensuring the action remained clean and distinguishable. "There's a lot in this episode for Visual Effects," Kolpack says. "In just one shot, Joey melts bullets while Yo-Yo zips around tying everyone up."

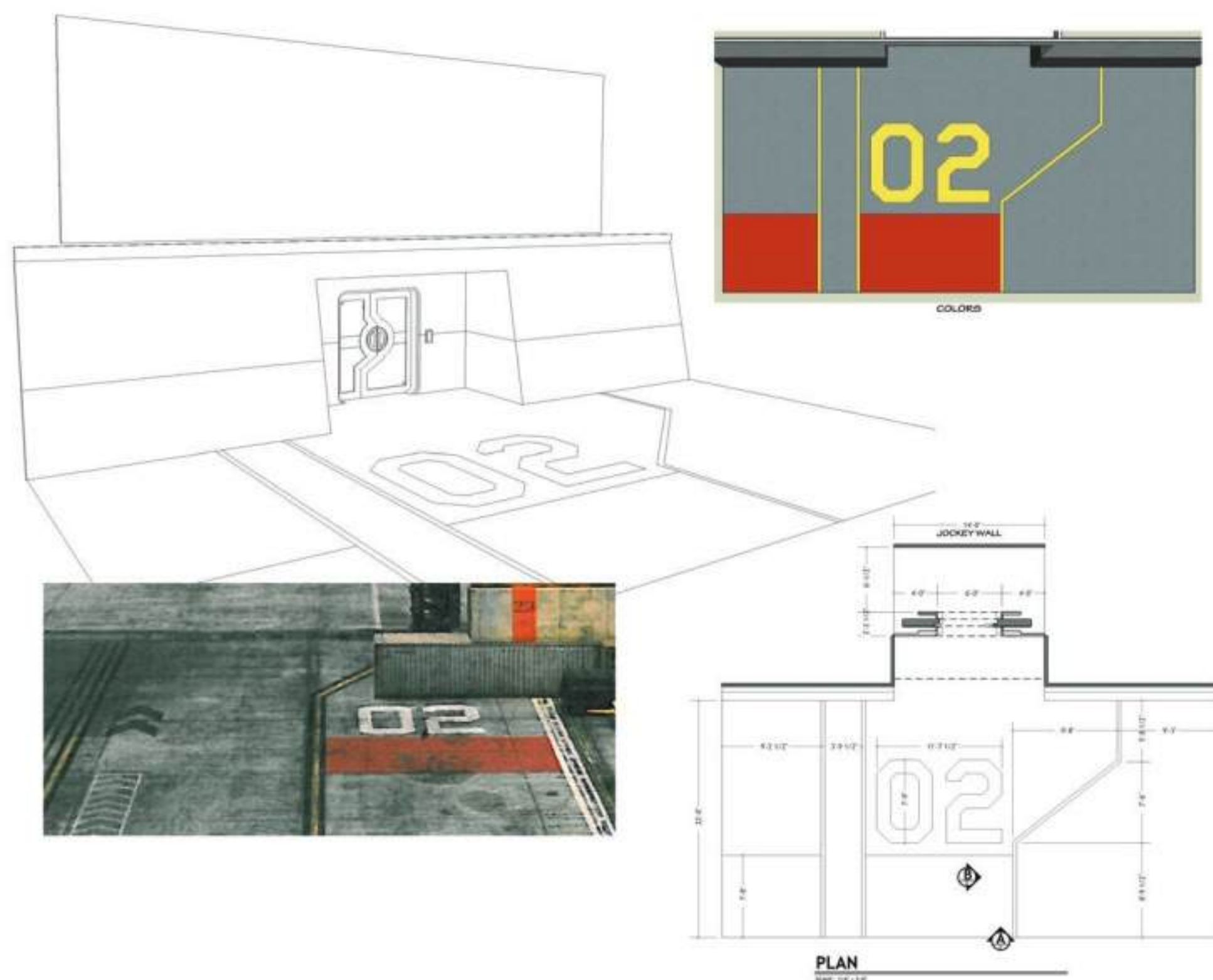
On set, interactive lights simulated each character's powers. A blue light stood in for Lincoln's dazzling electrical discharge, for example.

"We wanted to show a difference in how each of us used our powers," Chloe Bennet says. "We'd like to think that if we really did have these powers that were so different, we would need the motions and the movements to be a little different. So we were running around set like idiots trying to figure out the physicality of each of our movements."

"It's absolutely a collaboration," Luke Mitchell says. "Sometimes Kolpack will have an idea, sometimes I'll



Sketches and VFX progressions of the Zephyr One hangar bay.



have an idea, but it's always important to realize what is motivating it. I do my best to find the best possible way in that moment to do something or to reveal something. And a lot of times it will be dictated by the choice in camera shots—oftentimes they'll tell me they're close on my hands and they want to see a little something that says the kettle is boiling, you know?"

"I have to say, it's really fun to watch our actors do the powers without the visual effects," Executive Producer Maurissa Tanchoren says. "They are still a little self-conscious about it because they're standing there posing with open palms and nothing happening."

"But the biggest thing that we had to do in this episode was create an entire Hydra hangar from scratch," Kolpack says.

"We built the control room where Daisy looks out and sees the Zephyr, but pretty much everything else in that sequence is visual effects," Production Designer Gregory Melton says. "We had this giant hangar that we repurposed from the Helicarrier hangar from last season, which was an Industrial Light & Magic model," Kolpack says. "We've scaled it down to make it more manageable for the aesthetics of the Hydra hangar."

Daisy's climatic exit needed to be epic in both size and scope. "We have a couple of cool shots where Daisy is on the upper deck beyond the Quinjet, and she's walking with everything crumbling down around her," Kolpack says. "The only thing real in that shot is her—everything else is completely a virtual set. It's pretty intense."



S.H.I.E.L.D. DEBRIEFING

THE SINGULARITY

DIRECTOR: GARRY A. BROWN

WRITER: LAUREN LEFRANC

PRODUCTION DATES: MARCH 1, 2016 — MARCH 11, 2016

ORIGINAL U.S. AIRDATE: APRIL 26, 2016



THE SINGULARITY

MISSION DESCRIPTION:

S.H.I.E.L.D. HQ

Emergency protocols are in effect as S.H.I.E.L.D. picks up the pieces from Daisy's catastrophic quake. Coulson insists on leading the charge, despite his broken leg, while Mack is taking the loss of his partner hard. Tests for Hive's sway on the other Inhumans were negative, but Joey and Yo-Yo have been relocated to the Cocoon for their own safety. Lincoln, however, refuses to leave. All operations have been transferred to *Zephyr One*—and in a physics-defying maneuver showcasing her expertise, May rolls the aircraft through the broken hangar doors and into the sky.

Hive and Daisy stand in a park, overlooking the city where Ward and Skye met. Hive says Ward was fond of her. Daisy is glad Ward's dead—yet she does feel as though an emptiness within her has been filled by Hive's presence. As Daisy gives Hive the Terrigen Crystals and the Kree artifact she stole, Hive suggests her feeling of connection is a part of his grand plan. The army he's building is only a means to an end: Hive seeks to bring peace, not war.

"This alien creature messed with the wrong team."
— COULSON



"It's time we took back this planet and make it the home Inhumans have always deserved." — HIVE

On the *Zephyr*, Fitz, Simmons, and Lincoln identify how Hive's sway works: He's saturated the pleasure center of Daisy's brain with so much dopamine it's intoxicated her like a drug. Worse, the heightened chemicals make the infected immune to the dendrotoxin in the I.C.E.R.s. Simmons suggests that Dr. Holden Radcliffe—a "transhumanist" attempting to use science to transcend biological limits—might be able to help them find a cure.

As they prepare for the mission to find Radcliffe, Fitz and Simmons address their relationship, hoping to consider all of the variables before it gets more complicated—i.e., they become physically intimate. May interrupts to give Simmons a gun for the mission and reminds her to focus on her training.

Coulson has a video conference with Talbot, who has actionable intelligence that could cripple Hydra. But Coulson defers—keeping the current crisis to himself—and abruptly ends the call as May enters. He tasks her with tracking down Alisha, afraid Hive will target her next. She's four Inhumans for the price of one.

BUCHAREST, ROMANIA

Mack helps Fitz and Simmons gear up for an undercover operation at an upscale club that doubles as a black market where transhumanists purchase emerging technologies and biological updates. Fitz and Simmons will pose as geneticists and bring along ocular implants, similar to those used by Deathlok, to impress Radcliffe into granting them an audience. Mack stresses that if the mission goes sideways, they should reconvene back at the hotel room. Dressed to the nines to fit in with the crowd, Fitz and Simmons enter the club and take note of its patrons—all sporting cybernetic modifications.

On the *Zephyr*, May confronts Lincoln, who's been trying to pry his way into the mission to find Alisha. She's concerned he's vulnerable to Hive's sway. Coulson suggests a compromise: Lincoln will wear a vest covered in nanothermites—miniscule explosives. If Lincoln is swayed, May will trigger the vest to detonate.

Coulson, May, and Lincoln arrive at Alisha's apartment. Finding a moment alone with Coulson, May asks him how he plans to handle Daisy. If they can't save her, is May expected to put down their teammate? Coulson responds that Daisy isn't Garner. Wrong answer.

"I'll do your dirty work, Phil. But don't you dare pretend your hands are clean."

— MAY

BADLANDS, SOUTH DAKOTA

Daisy and Hive find James and tie him down. Hive insists the Kree artifact is missing a critical piece. When James protests that he doesn't have anything else to give, Daisy smashes a Terrigen Crystal at his feet. He begins Terrigenesis.

Coulson, Lincoln, and May find Alisha in her building's parking garage—already swayed. Lincoln fights one double while May takes the other. May is knocked out just as Lincoln gets the upper hand on his double. Holding her at gunpoint, he threatens to shoot unless the other double stands down. But the Alisha double kills her own counterpart in Lincoln's arms, then trains her gun on May. Coulson takes out the double with a sniper rifle.

At Hive's side, Alisha prime reacts to the loss of her doubles. Regardless of the setback, Hive is pleased S.H.I.E.L.D. came looking for them and that Lincoln is alive. James emerges from the chrysalis with the ability to charge and explode objects through touch, but he's having a difficult time controlling it. Hive particulates, bringing James into the collective. Under Hive's sway, James admits he's buried the Kree artifact's companion piece, and Daisy is able to unearth it. It's the only thing capable of destroying Hive.

In the transhumanist club, Fitz and Simmons encounter a tall, beautiful woman named Anon—Radcliffe's gatekeeper. She tells them to wait at the bar. If Radcliffe is interested, she'll inform them.

Coulson, May, and Lincoln retreat to the *Zephyr*, and Coulson grounds Lincoln for his own protection—Daisy would want him safe. In the cockpit, Coulson apologizes to May. He thought he could provide Daisy with the family she needed through S.H.I.E.L.D. May reminds him that although he's not the only one who cares, he's not Daisy's father.

As Fitz and Simmons wait for Anon, Fitz fakes signal interference on their comms and suggests a reboot. Unmonitored, the two have a private conversation. Fitz compares the crux of their relationship to a singularity: Once they deviate from the comfortable linear

events of their lives and reach a point of no return, the change in their dynamic will become exponential.

As the two agree they should stop thinking and just do, Anon interrupts. She takes them to a room where a man is seated in an operating chair with his eyes pried open. The doctor has agreed to meet them—after they implant their ocular technology into the patient's eyes. Simmons protests, refusing

"To be clear, are you comparing us sleeping together to crossing the event horizon?"

— SIMMONS

to perform surgery on an unwilling patient. But the patient gives her a thumbs-up. She begins, violently thrusting a needle into the patient's eye. The patient doesn't flinch—he already has a prosthetic eye. The patient is Radcliffe. He examines the ocular implant, but recognizes its ties to Cybertek—and its connection to S.H.I.E.L.D. Radcliffe triggers an EMP, knocking out Fitz and Simmons' comms with Mack. Fitz and Simmons panic, attempting to tell him the truth, but they're separated.

Coulson and May arrive at James' trailer, finding shards of a broken chrysalis—and a massive amount of C-4 rigged to blow. Acting fast, the two jump into a massive hole in the Earth—where Daisy exhumed the Kree artifact—as the trailer

explodes. They survive, thanks to a handy new bit of tech embedded in Coulson's cybernetic hand: a glowing blue energy shield, similar in size and shape to the disc wielded by a certain star-spangled Avenger.

Fitz pleads with Radcliffe: He's the only one who can help save their friend. The door explodes, and Daisy enters. She thrusts Fitz against the wall and implores him to get S.H.I.E.L.D. to stop following her. She doesn't want to hurt anyone, but she's seen the future: Someone close to her will die. With Alisha's help, Daisy kidnaps Radcliffe.

"Stop trying to save me. I know what I'm saying. I know what I feel. I finally have a family, Fitz. You don't need to pity me anymore." — DAISY

"No, but she's the closest thing I have to a daughter."

— COULSON

"I thought it'd be cool if the director of S.H.I.E.L.D. had a shield."

— COULSON

Elsewhere in the club, Simmons encounters Hive. Suddenly, she's face-to-face with the man who murdered Daniels and took his body. Hive uses Daniels' memory to appeal to Simmons, asking that S.H.I.E.L.D. stop following them for their own good. Simmons isn't buying it: She shoots Hive three times and runs. A viscous, honey-like goo seeps out of his chest as he doubles over.

At HQ, May enters Coulson's office, where he's watching an operation in progress. Talbot and his forces are poised to take down Hydra thanks to Malick's intelligence. Drone strikes systematically target Hydra strongholds, destroying the organization's infrastructure. But May and Coulson know they now face a far greater enemy. What should have been a grand victory for S.H.I.E.L.D. is bittersweet.

Fitz returns to the rendezvous point to find Simmons waiting. She grabs him and kisses him—passionately. They're ready to take the next step.

TAG

Hive and his collective arrive at an abandoned town with Radcliffe in tow. As they walk the vacant streets, James brainstorms names for himself, landing on "Hellfire." Hive reveals he's purchased the entire town. Radcliffe is going to help them recreate the Kree experiment that resulted in Hive.

FIELD-OP NOTES:

- Radcliffe was the lead researcher on parasitic organisms at the Transia Corporation until asked to step down.
- Captain America is Coulson's longtime hero.

RUNNING BEHAVIORAL OBSERVATIONS:

- "That's not her name!" — 1
- James: The Real Blowhard — 1





MOMENT OF DEFIANCE

Under Hive's sway, Daisy has what writer and Supervising Producer Lauren LeFranc's script describes as "a bizarre Skye-Ward" reconciliation that allows Daisy to decompress from the previous season's events. "It's a very strange dynamic for sure—not the reunion that people anticipated," LeFranc says. "For Daisy, she's lost her parents in different ways. And she just seems fine with it. We didn't really explore that throughout the season. She's moving forward—she doesn't talk to anyone about it. It seems like she has taken cues from May, and just tamped it down and put it aside. What Hive is able to do when he sways her is to tap into her emotions in such a way that she feels inherently comfortable with him, to the point where she can open up with him in a way that she hasn't with anyone else. It's eerie and strange and creepy, but also good for her in a way. It gives her an opportunity to tell someone what she's feeling and thinking. And that thing also has Grant Ward's memories, so it's an odd and interesting dynamic between the two of them, largely because Hive can step outside of Ward and observe with a detachment."

"That scene was special and very effective because we got to see how Hive and Daisy overlapped with Ward and Skye," Brett Dalton says. "They both wanted to connect with something bigger, and it was pretty interesting to see how Hive's plans for this global unification paralleled Ward's need to connect."

Long in coming, Fitz and Simmons also establish a deeper connection—but in their own, unique way.

"Fitz and Simmons are over-thinkers. And it's understandable because they're intellectuals. They're more comfortable thinking of things in terms of science, even their relationship," LeFranc says. "It's a shorthand for them, and a lot of the will-they/won't-they between Fitz and Simmons was due to the fact that they just wouldn't talk to each other about very simple emotions. They just pined. But in this episode, they find a way to communicate with each other about things that they want. That's why I think when they talk about the singularity in terms of a relationship and when they talk about sex for them being the event horizon, it's their easy way of saying it's what they want. Even though it's going to dynamically change their relationship moving forward."

"You can't talk about it that much. At some point it just happens," Elizabeth Henstridge says. "So many people would never go through that rationale because then it's built up too much, but it was perfect for both of them."

"But I understand that trepidation, because they're good friends and they don't want to jeopardize that first and foremost," Iain De Caestecker says. "It's the point of no return, and I get that. So you be careful about it. But then at the same time, they just decided to do it and see what happens."

"But they both made sure that the other person wanted it," Henstridge says.

The show's long-standing romantic tease would now have to evolve.

"A lot of people think that when you finally connect two characters together like this it's like death," LeFranc says. "Because the pining and the longing was so exciting to watch. But with these two—who are very unique in that they've already

loved each other for so long, they're best friends—it's a different thing because it's not a new relationship. But it doesn't necessarily mean that they truly know who the other person is, especially when it comes to a romantic intimacy. I think that'll bring a lot of future story for the two of them in a way that's extremely relatable. They're in a relationship, now what? How will their work relationship affect their personal relationship and vice versa?"

"I firmly believe that you can have a couple get together on television and not have it be boring," Co-Executive Producer Paul Zbyszewski says. "Fitz-Simmons are the heart of *S.H.I.E.L.D.*, and when they're together and people are rooting for them, they give us the best emotional stories. And they give us terrific performances. Iain and Elizabeth are amazing, and we can't go wrong when we tell Fitz-Simmons stories."

As Fitz-Simmons begin their romantic journey, May continues to struggle with the implications of her lost marriage, leading to a difficult and brutally honest conversation with Coulson. She sacrificed her personal life for *S.H.I.E.L.D.*—now it's his turn. "She wants to remind Coulson that she's had to play that role enough," Ming-Na Wen says. "That's her one moment of defiance. He makes a comment that Daisy isn't Andrew, and she had to put him down when he became Lash. But he's still technically her ex-husband. And I think she's also trying to make Coulson realize that he's wrong, and he needs to make the hard calls just like she did. And if he can't, maybe he shouldn't be director, because he's letting his emotions get in the way—and that could destroy *S.H.I.E.L.D.* and kill them all."

May's reminder that Daisy isn't his daughter hits home. "She says that because Daisy has turned," Wen says. "And we don't know at that point what she's become."

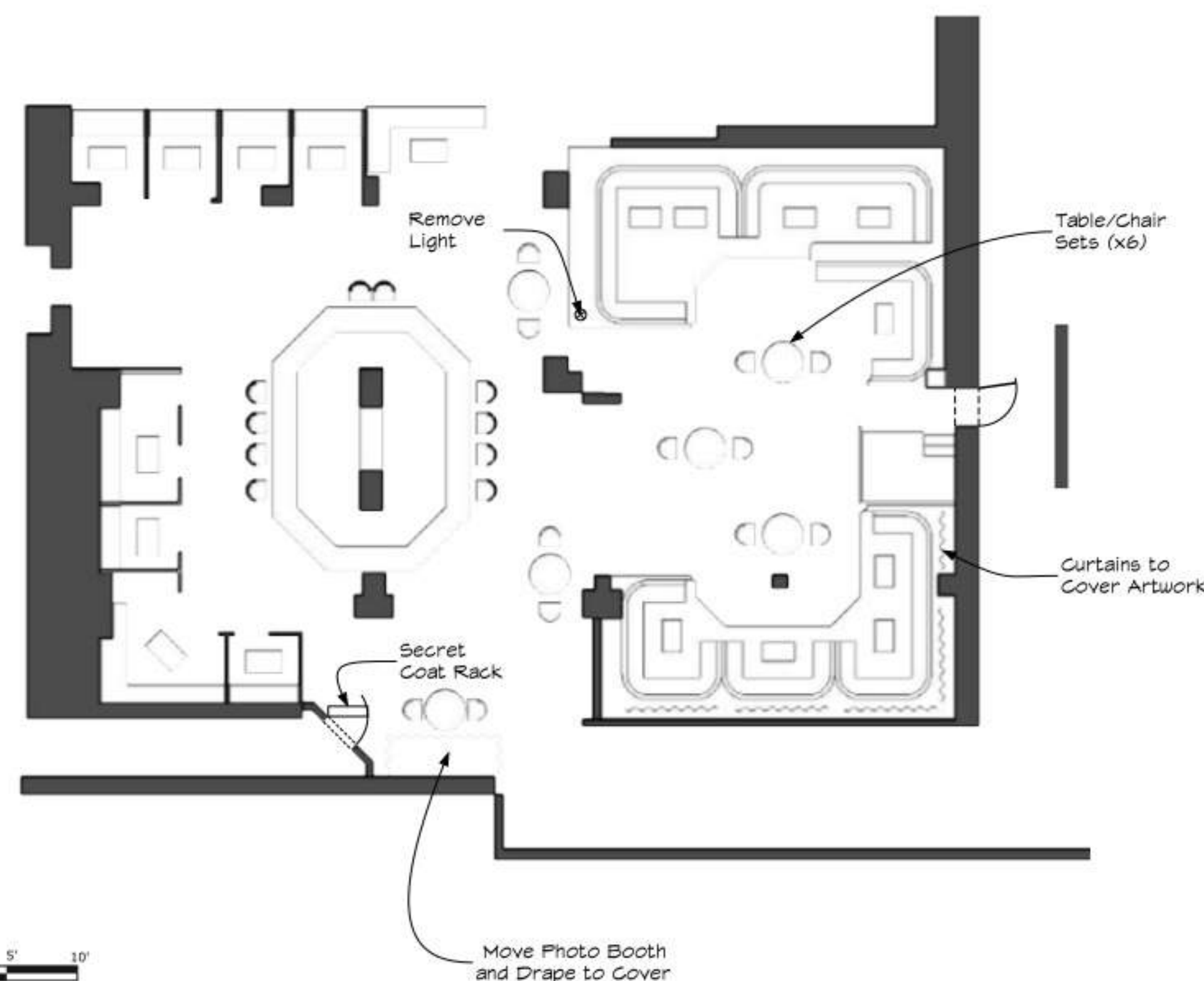
I think May is really just trying to prepare Coulson because I think since the beginning she knows that Coulson and Daisy have a special bond. They have this very father/daughter relationship. And for a while, May even went along with that family dynamic and was very maternal to Daisy. But at some point—especially in this situation, knowing that Daisy may not come back—she's actually trying to protect Coulson despite the very hurtful things he said to her earlier."



TRANSHUMAN NATURE

In a case of art imitating life, "The Singularity" introduces a new concept to the Marvel Cinematic Universe. "Transhumanism exists in our real-life world outside of Marvel—which is really interesting, and I think a response to technology and science advancing so quickly," Lauren LeFranc says. "A lot of people in the world want to take advantage of that. They want to live forever. In their mind, they think you should be able to use science and technology to extend your life. We're probably several decades, if not centuries, away from that, but it's very common now because we've seen things advance way more rapidly than they normally would. We are introducing it in the show because the movies have touched on robotics and artificial intelligence like Ultron, and we've set up this world of Inhumans that is intelligent design through evolution—but what about the scientific side of it?"

"In Marvel comics, so many characters have been formed because of science or even the misuse of science. Fitz and Simmons are two characters who are based in science and technology, and they're a good example of normal humans who create and do things that are fantastic and miraculous. But you can do good and bad things with that, so Dr. Radcliffe—who we introduce in this episode—is also a person who may be a little more distorted than Fitz and Simmons, but not totally out of line from what we've seen them do at times."



Scale: 1/8" = 1'

Art Department set designs for the transhumanist hideout.

Property Master Scott Bauer and his team customized Radcliffe's surgical chair. "Set decoration gave us a great chair that we rigged an eye speculum to that we manufactured to fit to the chair," Bauer says. "And then I created the artificial eyeballs for each of those—his artificial eyeball, and those that Fitz and Simmons bring in, as well."

Fans might recognize the set for the transhumanists' hideout, designed by the Art Department: A different section of the same location served as the underground hangout for the S.H.I.E.L.D. Academy students in Season One's "Seeds."

"There's a really great club called the Reserve underneath the Bank of America building on Spring Street in downtown Los Angeles," Production Designer Gregory Melton says. "It was built into the old safety-deposit box area of the bank, and it worked out great because the secret black-market club is supposed to be in Romania, and my experience in Eastern Europe is that most of the cool bars seem to be in this underground, vaulted-brick location. So it worked really nicely and had a cool European vibe. We ended up doing a lot of redressing to hide things on the walls and to create a hidden doorway to go down to the tiled room where the eye surgery takes place. It's a place where you don't want to have eye surgery, though."

S.H.I.E.L.D. COSTUMES

A NIGHT OUT WITH FITZ AND SIMMONS

A swanky transhumanist club required unique, visually striking patrons to populate it. "It's a very interesting-looking nightclub filled with beautiful people," Melton says. "They really did a great job and found a lot of great-looking people."

"Oh my god, it was like walking into a modeling agency. It was awesome," Elizabeth Henstridge says. "Ann [Foley] is an amazing costume designer, and she never fails to rise to any challenge that the writers present her with. I always have fun in my costume fittings, but that was a really fun episode. All of the background artists just looked so great with all of the unique costumes and the jewelry choices that were made. That had to have been a huge amount of work to put together."

"The club itself was so much fun to do," Costume Designer Ann Foley says. "It's supposed to be this club of transhumans and was also supposed to be European, and we had so much fun pulling out-of-this-world, fun, quirky clothing to make these people feel and look a little bit differently than you would see in any other club. That kind of informed me in where I wanted to go with Fitz-Simmons. Because we want to recognize them as who they are, and I don't want it to bump to the point where the audience doesn't buy it. So with Elizabeth in particular, I just wanted her to look sexy and beautiful, but still be the Simmons that we know. It was a really great opportunity to do a pop of color with the red jacket, and then she had a really beautiful Michael Kors blouse on with a rhinestone collar. And then of course the leather pants and the pumps with the studs."

"You want your character to have an essence that this is what they would pick out to be in that world," Henstridge says. "But it has to have an essence of them as characters still, too. It's fun for us and hopefully for the audience to see Fitz and Simmons in something that's completely different. Simmons had leather trousers on, I mean...punk rock."

"And you were trying to get everyone to touch them, as well," De Caestecker jokes.

"With Iain, I didn't want him to just be in a suit because we've seen him in a suit before, so we gave him a really fabulous sport coat and slacks," Foley says. "And then we got a fun shirt with a cool collar detail and a really skinny tie and a little pocket square—the whole thing had a very 1960s kind of feel to it. So they looked great together. They really did. That's probably one of my favorite moments from this season."



AXLE WHITEHEAD

"JAMES TAYLOR JAMES/HELLFIRE"

James Taylor James, a.k.a. Hellfire, first appeared in *Mighty Avengers* #13 in 2008. The creation of Brian Michael Bendis and Alex Maleev, James' trademark chain granted him the ability to channel hellfire with dangerous precision. The character was unpredictable, with questionable allegiances—sometimes a friend to S.H.I.E.L.D., and sometimes a foe.

Axle Whitehead portrays James' Marvel Cinematic Universe incarnation. In addition to starring in *Shameless*, Whitehead is known as a musician and the former host of Australia's *Video Hits* on Network Ten. "Axle is Australian by birth and was the first person that we thought of when the writers brought us this character," Casting Associate Hannah Cooper says. "They wanted someone with bravado, with that swagger, but still likable. Even though he's kind of a jerk. And ultimately Axle was able to provide the full package."

Visual Effects Supervisor Mark Kolpack had to consider how the character's energy-manipulating powers would manifest on-screen. "He touches objects and charges them to explode, but we wanted to make it more than just a light glowing," Kolpack says. "We put more fidelity into it, so that you see energy coursing through the object that he's charged. You don't want it to just look like an object getting brighter." Later in the season, when he brandishes his trademark chain, the similarities to his comics counterpart are uncanny.

"To be frank, James fills a bit of a void that was left in the wake of Bobbi and Hunter leaving the show," Executive Producer Jed Whedon says. "One of the things we loved with Hunter was that he always brought the sideways comment or the snarky outlook. He was a character to tell it like it was."

"What's extraordinary about what Jed, Maurissa, and Jeffrey do is that we introduce a new character, we see how they work out, and if there's something there that's intriguing, then you'll see that character grow and have a story and add onto this incredibly fast-moving train," Head of Marvel Television Jeph Loeb says.



JOHN HANNAH**"DR. HOLDEN RADCLIFFE"**

Obsessed with enhancing human life using cybernetic components, Dr. Holden Radcliffe possesses an affection for the technological, mirroring that of his comics counterpart, who employed Aaron Isaacs. In the pages of the 2005 series *Machine Teen*, Isaacs is the creator of the Autonomously Decisive Automated Mechanism—a.k.a. Adam—and comes into conflict with Radcliffe over the latter's goal to assemble an android army. John Hannah has made the role his own.

"We felt like the Radcliffe character was perfect to help us get to our endgame for this season," Co-Executive Producer Brent Fletcher says. "His enthusiasm is really interesting because he's a guy that loves what he does to an insane degree, and you can't help but get swept up in it. And it's for very weird science. It's science that maybe isn't always moral, but that doesn't mean that he's immoral—it's just that he's so swept up and fascinated by change and by progress and advancement that it might have him turn a blind eye to some things."

"John has been someone that the show has been talking about wanting to cast for a very long time," Hannah Cooper says. "I've noticed in the scripts they've started tailoring the role to him. And now that they've done that, there's no one else that you can picture in that role."

"John is just super fun to watch in this role because he's charismatic on his own and totally seems to understand the enthusiasm that's needed for the character," Fletcher says. "He's this character that you're not entirely sure if he's good or bad, but you know that you like him, and you're just curious to see where he goes."





S.H.I.E.L.D. DEBRIEFING

FAILED EXPERIMENTS

DIRECTOR: WENDEY STANZLER

WRITER: BRENT FLETCHER

PRODUCTION DATES: MARCH 11, 2016 — MARCH 22, 2016

ORIGINAL U.S. AIRDATE: MAY 3, 2016



FAILED EXPERIMENTS

MISSION DESCRIPTION:

THOUSANDS OF YEARS AGO

A Mayan hunter runs through the brush. He's just struck his prey when an object crashes to Earth. Two Kree Reapers corner and capture the hunter; they take him back to their ship and subject him to a series of experiments. Using their own blood to transform his DNA, they cause him to undergo Terrigenesis. This is Hive's origin.

PRESENT DAY

Hive recounts this story to Hydra's next generation, the only three faithful to avoid capture. Their reward? They will be the first test subjects in Radcliffe's attempt to recreate the Kree's experiments.

S.H.I.E.L.D. HQ

Lincoln is growing anxious in lockdown. May doesn't want him around, either—the last time he tried to help, it was by threatening to torture Alisha. In the lab, Fitz and Simmons have discovered an antitoxin that seems to fight Hive's parasites, but they're uncertain how it will react to Inhuman DNA. Lincoln volunteers to be a test subject. Fitz welcomes the suggestion, but Simmons isn't willing to risk Lincoln's life. It's their first work disagreement after taking their personal relationship to the next level. Agreeing with Simmons, Coulson refuses to allow Lincoln to volunteer.

Later, satellite surveillance imagery gets a hit on Daisy entering a mechanic's garage in a former Montana mining town—recently purchased, Mack discovers, by one of Malick's shell corporations. Coulson suspects a trap—Daisy is too good to get caught by programs she designed—but Mack believes she's attempting to reach out for help. After a heated argument, Coulson agrees to send in a team. But the goal is not to rescue Daisy—it's to kill Hive.

MONTANA

Daisy and Hive discuss S.H.I.E.L.D. Daisy still sees her former teammates as friends—they're just misguided. When Hive reminds her S.H.I.E.L.D. was built for the sole purpose of war, Daisy counters that the Inhumans, too, were bred as soldiers.

"Sometimes the world's greatest miracles happen by accident."

—DAISY

Their conversation continues into a mechanic's garage, where Radcliffe is ready to begin the procedure. He believes he's made the process more efficient by combining the DNA infusion with Terrigenesis, ensuring the subjects will be brought under Hive's sway simultaneously. But the procedure is a catastrophe: All three subjects dissolve in agony. Radcliffe believes he needs living Kree blood to make it work. The Kree artifacts retrieved from James' home will help them with that particular problem, Hive says.



Mack and May prepare their strike team, all volunteers from S.H.I.E.L.D. operations: O'Brien, Piper, Guimaraes, and Winkleman. Whatever the mission parameters, Mack is looking out for Daisy—he feels responsible for her turn. If at any point they determine Hive can't be killed, Coulson instructs them to retreat.

In an empty bar, Daisy shares a beer with James. When he flirts with her, Daisy resists, thinking of Lincoln. James reminds her Hive's plan isn't likely to end well for Lincoln or her friends at S.H.I.E.L.D., but Daisy has an epiphany: She'll make her friends understand.

At HQ, Fitz and Simmons confront the awkwardness, pledging not to let work disagreements affect their relationship. As they walk past the lab, they see Lincoln injecting himself with the antitoxin. His body reacts violently to the serum, and an explosion of electricity fries the lab's servers. Simmons rushes to his aid with an antidote, but Lincoln insists on allowing the antitoxin to run its course.

The S.H.I.E.L.D. strike team surveys the town from afar. Seeing James entering the local bar, May has an idea. Following him inside, she flirts with him in the guise of a Hydra contractor and learns of Hive's experiments at an abandoned mining facility nearby. May knocks out James and rejoins the members of the strike team as they move on Hive's location.

Daisy finds Hive meditating in a church. He worries Daisy will have difficulty defeating S.H.I.E.L.D., but she believes her friends will understand—once they share her connection with Hive. If they aren't receptive, Daisy promises she will kill them all.

The strike team arrives at the mining facility to find the combined Kree artifacts emitting sonic waves skyward. On the *Zephyr*, Coulson observes a bogey coming in hot. The team flees the mining facility just as the object crashes into it. Two Kree Reapers emerge from the smoldering wreckage with battle-axes at the ready.



Hive tells Daisy the Reapers have been in stasis in Earth's orbit—a fail-safe should the Inhuman experiment ever get out of control. The artifact was a beacon that summoned them to Earth. Hive gives Daisy the nearly impossible task of obtaining a living Kree specimen for Radcliffe's procedure.

The members of the strike team collect themselves and begin tracking the Reapers' footprints. They're killing everyone in their path: Hydra, Inhuman, or otherwise. One Reaper easily dispatches Alisha and her double. Mack and May watch as another enters the church—but before they can advance, they feel the tremor of an earthquake. Mack takes off to find Daisy, defying orders, while May and the rest of the team move in.

The second Reaper finds Radcliffe in the garage, but Daisy emerges from the shadows and attacks. She takes down the Reaper, shattering its spine, and provides it to Radcliffe so he can drain its blood. Mack enters, determined to reason with Daisy. She tells him the plan—to transform them all into Inhumans—and is heartbroken when he refuses to join her. Realizing Daisy is truly lost, Mack throws a splinter bomb at the fallen Reaper, disintegrating it. Daisy attacks her former friend and partner.

The other Reaper confronts Hive in the church, calling him a failed experiment. The two fight, and it's personal for Hive.

"I would
rip out
their
hearts."
— DAISY

"We could
have had a
connection
that was
real."
— DAISY



May and the team keep their distance, hoping the Kree will kill Hive. Unfortunately, Hive gets the upper hand and particulates, tearing apart the Reaper's flesh apart. Coulson tells the team members to advance and take out Hive, but their weapons are ineffective. Coulson orders a retreat.

Daisy brutally beats Mack, who refuses to fight back. She's about to kill him when May shoots her in the shoulder. A containment module descends and extracts May, Mack and the rest of the team; they can only watch as Hive cradles Daisy in his arms.

At HQ, the team members are dejected. Daisy is lost, and Hive is indestructible. Lincoln is quarantined to a containment room, where Simmons informs him the mission to kill Hive and extract Daisy failed—as did the antitoxin. Lincoln's immune system is compromised.

Daisy has failed Hive, but she's ready to make up for it: Thanks to her T.A.H.I.T.I. transfusion, she has all the living Kree blood they need.

FIELD-OP NOTES:

- The abandoned mining town was vacated after its main water source was poisoned. Hive suggests the townspeople should have banded together to rise up rather than allowing themselves to become victims.
- To combat Hive, Coulson opened up S.H.I.E.L.D.'s arsenal to outfit his strike team with full Kevlar gear, heat-sensitive infrared weapons, and enough splinter bombs to make "a small army turn into pixie dust," in Mack's words.

RUNNING BEHAVIORAL OBSERVATIONS:

- James: The Real Blowhard — 1

PRIMITIVE ABOMINATIONS

Radcliffe is afraid of Hive, but he also has a real desire to see the Kree experiment succeed—to see humankind evolve. “He’s a Dr. Frankenstein acting not of his own free will, and there’s a bit of a question as to how guilty he feels about all of this,” writer and Co-Executive Producer Brent Fletcher says.

Daisy, too, acts without compunction—but not out of fear.

“It was extremely difficult for me, and I had a really tough time with it because she gets to a point where she almost kills Mack,” Chloe Bennet says. “And this is after she’s almost killed Fitz. But from her point of view, she’s still doing the right things. This isn’t just a turn from good to evil. Even under the control of Hive, she still has these good intentions, which was so fun to play.”

“That’s what’s fascinating about Hive’s sway—it’s truthful in the moment,” Fletcher says. “The feelings that she has because of Hive are genuine. She feels contentment and satisfaction and everything that she’s ever wanted. She doesn’t want to kill Mack; she still likes him. But he’s in opposition to Hive, and that is sadly not okay. It totally goes against what she feels is the best thing for herself and for the world. She wants to change Mack and allow him to feel what she’s feeling, but when he destroys that Kree, he has forever irrevocably put himself on the other side.”

“One of my favorite moments in the season is Mack’s unequivocal forgiveness of Daisy—a forgiveness that she doesn’t want,” Executive Producer Jeffrey Bell says. “Daisy can’t forgive herself, but Mack offers full forgiveness.”

“Mack’s not blind to what’s happened to her,” Henry Simmons says. “He knows she’s been compromised. But I think he’s holding onto a single strand of hope that she’s still in there, and that she’s willing to fight. He wants to draw that person out,



and he’s willing to put himself at risk to the point of possibly even dying to save her. I always knew that Mack cared about Daisy, but this particular moment really revealed to me how deeply he cares for her.”

And he continues to care for her—despite Daisy’s stinging claim that while she once considered Mack a brother, the truth is he can’t even take care of his real brother. “I think she could have observed that and thought about it, but it’s certainly not something she would have ever said before being swayed. She’s trying to make a point that Mack is flawed,” Fletcher says. “One of those flaws is that he’s built wrong, and this is the fix.”

“Daisy thinks that turning them all into Inhumans is the right thing for them,” writer and Co-Executive Producer Drew Z. Greenberg says. “She thinks that she’s going to make them happier. She’s still thinking she’s doing the right thing, just as she was in ‘Watchdogs.’ Part of that could be how the sway is affecting her, but part of it could be that she believes in Hive’s plan. It all feeds into the question, ‘Is it the dopamine levels in her system, or is it Hive’s sway? And what happens when that sway is taken away?’ So when the moment comes that she has to face what she’s done, she’s going to be unsure as to how much she was affected. And she’ll have this reaction that will certainly be unlike anything I’ve ever seen on television before.”

“There’s a long history of man’s belief that if they could just make us all the same, we’d all get along,” Head of Marvel Television and Executive Producer Jeph Loeb says. “But the joy of being human is being able to be different. And to think differently.”





"I'm not used to being mean like that—it was so sad," Bennet says. "I played that scene hoping that you could tell that Daisy was almost embarrassed by her behavior and that she just kept going. Almost like a child when they're behaving in a certain way and they just keep going relentlessly. Mack kept saying all of these things—and deep down, Daisy probably thinks that he's right, but she can't find common ground because of the sway. It's like her body is telling her that Mack is right, but her mind is telling her something entirely different."

"All of our actors are so invested in who their characters are, and it's definitely a change to Daisy that Chloe has to play," Executive Producer Maurissa Tancharen says. "I think it's hard for her to have an evil streak, or at least come to terms with what she's doing to her teammates and the people she's loved for three years. We talked with Chloe about Daisy being aware of her actions—she believes in them wholeheartedly. She's not necessarily in control of them because she's being swayed, but she believes in them 150 percent."

"I thought Chloe did a fantastic job," Fletcher says. "When Chloe and Henry got into it, it seemed painful and tragic and all the stuff that I love."

"Henry was incredible in that scene," Bennet says. "As I'm standing over him and beating him up, I'm crying in the scene. As soon as the director yelled cut, I couldn't stop crying. Usually when the director yells cut, you're relieved that you don't have to cry anymore, but Henry and I couldn't stop in that moment because it was so emotional and dark."

Daisy's tumultuous journey forces May into yet another difficult call: She takes the shot to put Daisy out of commission. "She's always the grownup—she's always

been the one willing to do the hard thing," Executive Producer Jeffrey Bell says. "She's willing to pay for the consequences of doing the right thing. And she's a person who wants to do the right thing for the right reason, as opposed to the other way. But it doesn't mean it hurts any less."

Lincoln's heroic gesture, meanwhile, has selfish undertones: Maybe he injected himself with the antitoxin for the greater good, or maybe he did it just to save Daisy. "I think that he did it for love, but I told Luke that the way I look at it for Lincoln is that within S.H.I.E.L.D. there are two Inhumans, him and Daisy," Fletcher says. "They're in this world where 'Inhuman' is a dirty word, and there's a lot of fear and hate toward them. And forget being in love—the two of them can understand each other just as people of the same minority being persecuted or misunderstood. I think Lincoln feels that going through Hive's sway is only a threat for him and for Daisy. Hive isn't going to sway anyone else—he'll just kill them."

"So Lincoln is feeling that Hive is a threat on a personal level that he is facing, as well. But because he's been hotheaded throughout the rest of the season and most recently out in the field with Alisha, he's been ostracized from the team. He lets his emotions get the better part of him and takes it upon himself to inject himself with the antitoxin. He's being the hero of his own story in that moment, and he's doing it for all the right reasons, but maybe he hasn't really thought it through. His heart is overwriting his head. And I think that's what's happening with Mack, as well. His heart is telling him that Daisy wants to come home, even as Coulson points out that the evidence seems to appear contrary to that."



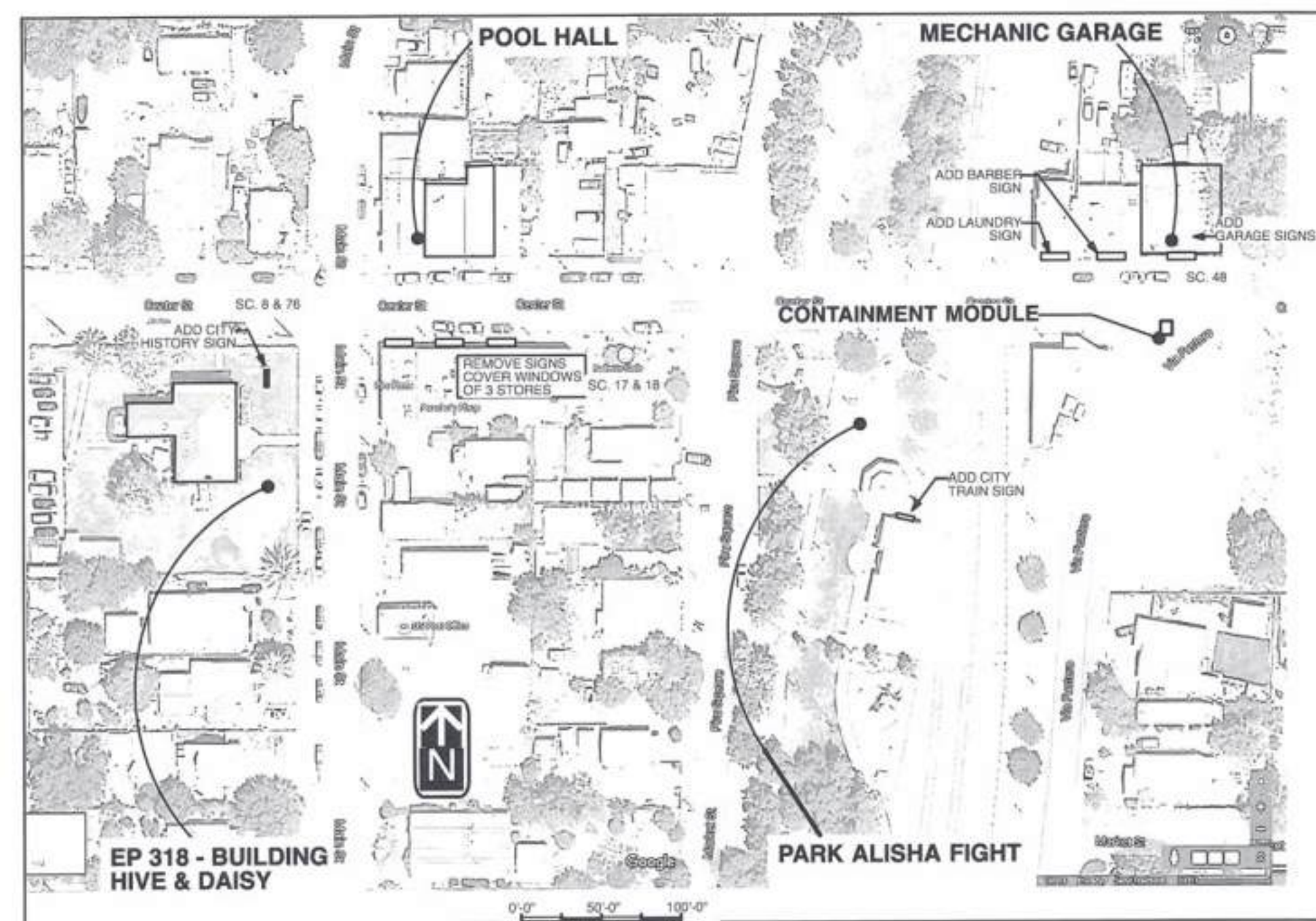


BUYING THE TOWN

The production took over the town of Piru, about an hour north of Los Angeles, for several evenings of shooting. The historic location has been featured in dozens of classic TV shows, including *The A-Team* and *Dukes of Hazzard*, as well as films such as *The Rocketeer*.

"We didn't really have to do much to the town," Production Designer Gregory Melton says. "We had to take down a lot of the signage to make it look abandoned. And we found a really great garage for the sequence. Then we took over another building in the town that was basically just a white room, and we repainted and dressed it to become the pool hall. Then there's a great church there that we used as an exterior, and we built the interior on the soundstage because there's a big fight sequence that takes place within it."

To help recreate the church's interior, the Art Department took visual reference of the priceless stained-glass windows on location, and the show's graphic designers meticulously recreated and re-scaled the designs. The resulting designs were printed onto translucent vinyl. The prints were applied to Plexiglass, and then supplemented with painted details and texture to make the glass appear to be framed with the same lead design elements as the real windows.

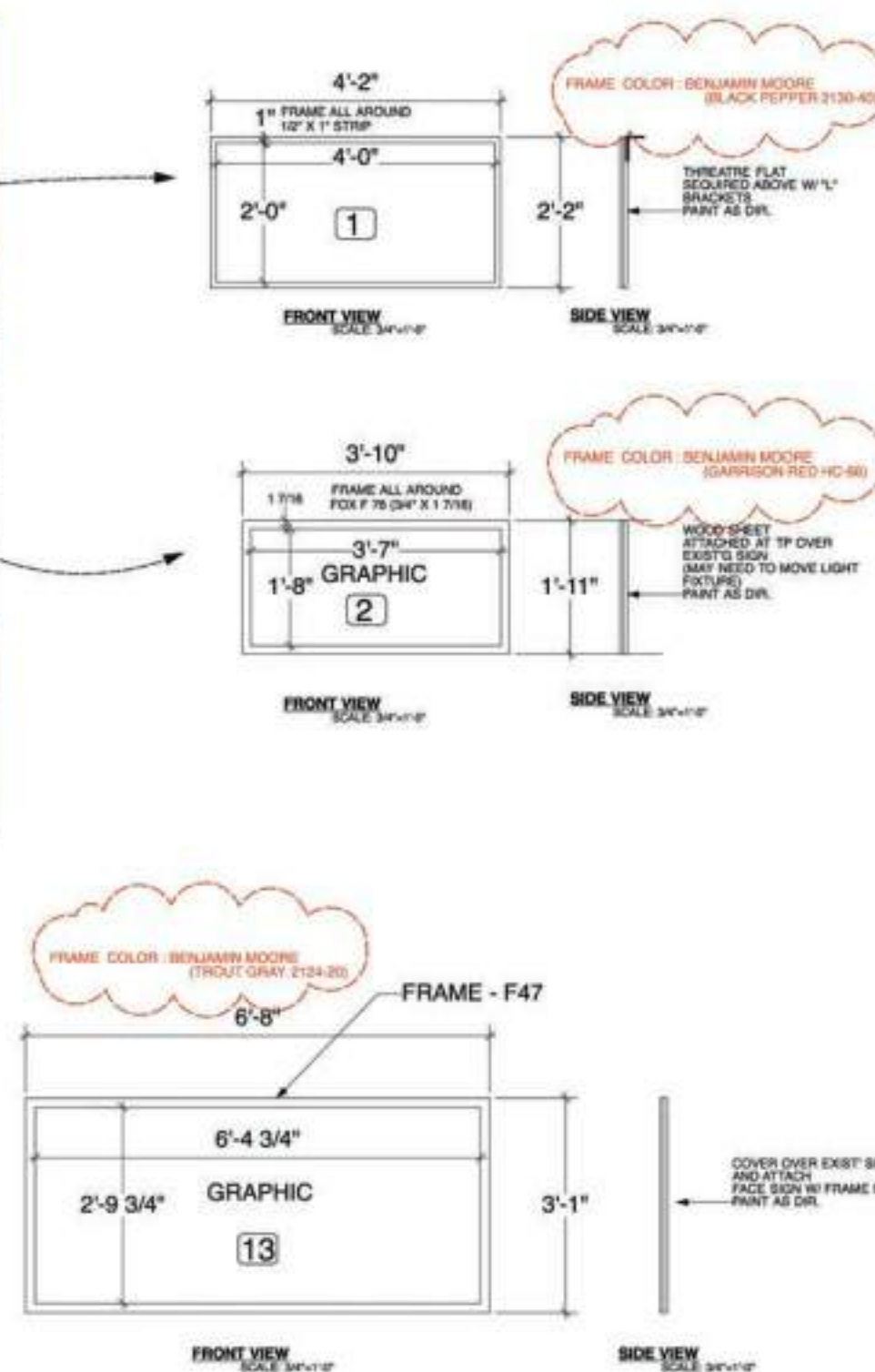


Director's plan for the town.



REF. PHOTO -LAUNDRY / BARBER SHOP

Art Department photos and plans for the signage in Hive's abandoned town.



Graphic Designer Monica Fedrick's mock-ups of the stained-glass windows.

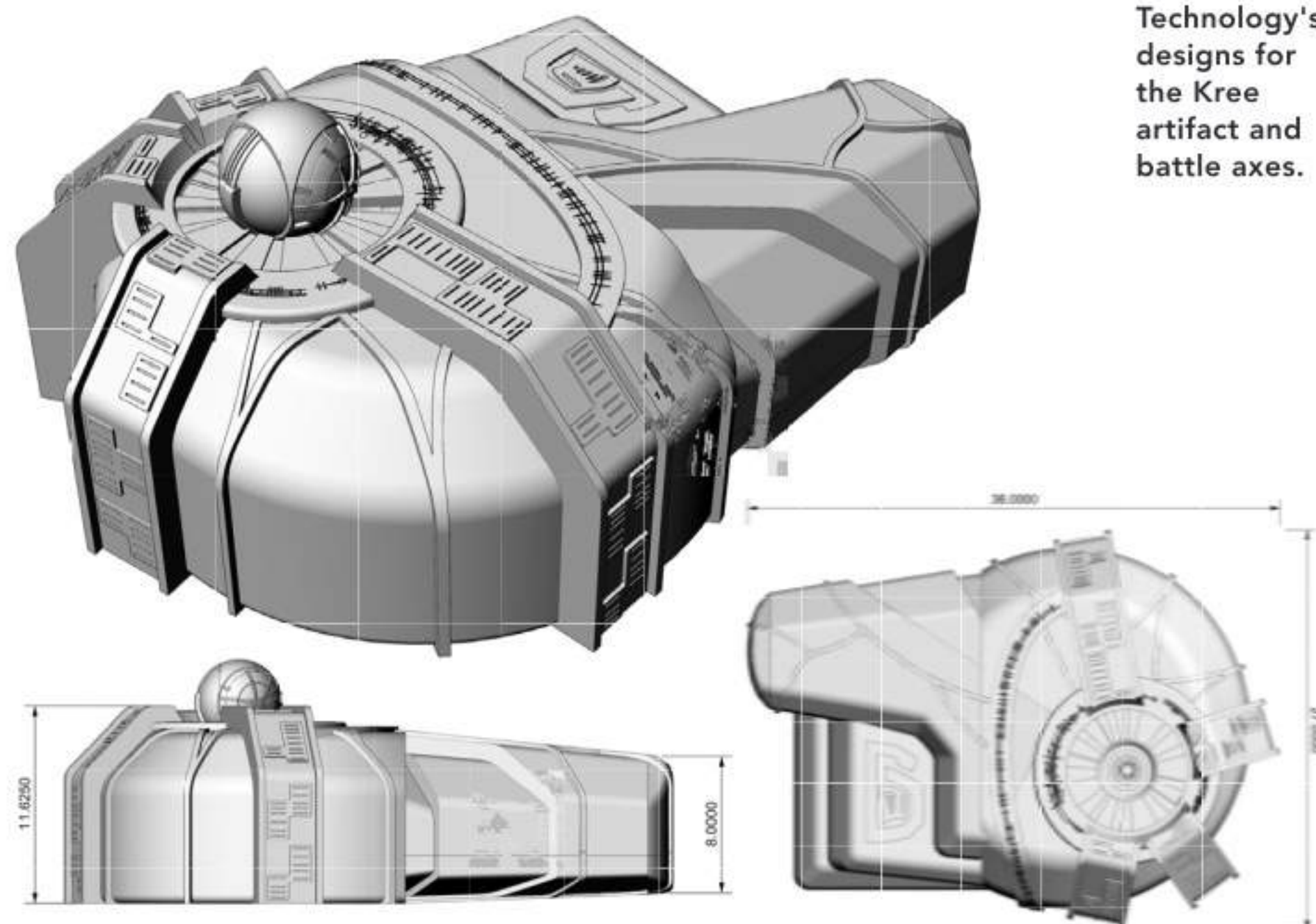
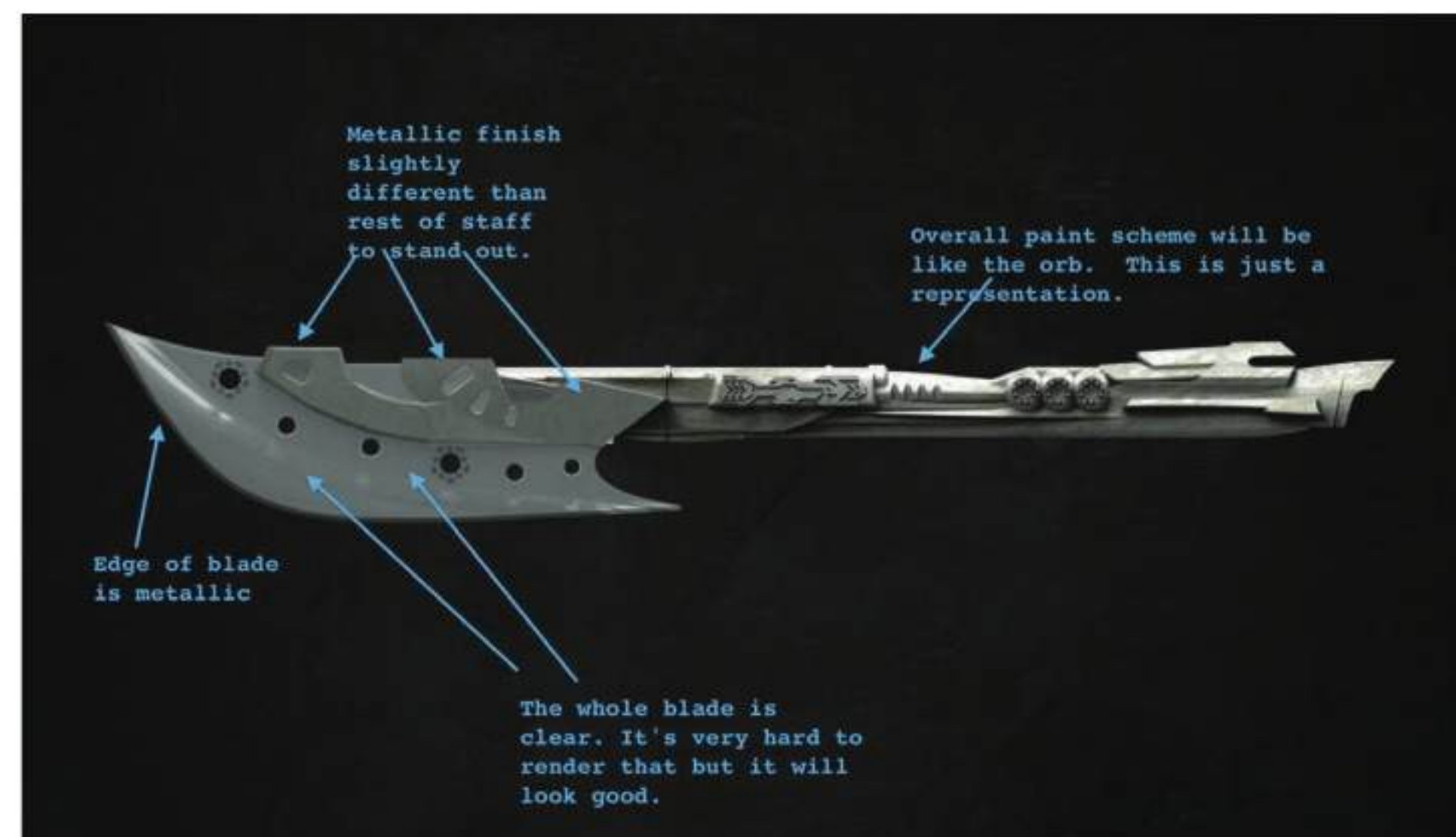
DANCE WITH THE REAPERS

The Kree aren't new to the Marvel Cinematic Universe, or even to *Marvel's Agents of S.H.I.E.L.D.*, but the Reapers represent a never-before-seen element of the mythology.

"The Kree Reapers looked incredibly cool," Brent Fletcher says. "There were so many people involved with creating those two characters, and it was such an elaborate process—I think it's as elaborate as we've gotten with a character on a show like this. The Kree have been in the films, and so there is an expectation to match that quality. Our Props and Make-up and Costume teams came up with an awesome look for the Reapers that's different than anything that we've seen, but feels in-line."

The production initially considered using the comics' iconic Kree Sentries, but ultimately decided to save them for a later project. The Reaper design, however, still drew from that classic inspiration. "I started with a lot of Jack Kirby's original design work for the Kree and tried to retain elements from that, which can be a difficult thing—going from a design and translating it to live action," Creative Director Joshua James Shaw says. "From there, I took a lead from *Guardians of the Galaxy* and cues in Ronan's color palate, which has a lot more black and deep, dark browns. So the ultimate design was a combination of the old Kirby Kree design and Marvel Studios Kree designs. You try to take the major design elements—the largest, most iconic things that people recognize—and try to merge them together."

A key component of the Reaper design was the axe each alien would wield in battle. Property Master Scott Bauer's sketches served as the basis for computer



Studio Art and Technology's designs for the Kree artifact and battle axes.

models for 3-D printing. A mold made using the 3-D axe as a base allowed the Props Department to create two versions of the weapon: one for hero shots, and a more durable foam-rubber model for stunt work.

"That axe that Scott Bauer and the Props team came up with was incredible," Fletcher says. "The clear blade made it so cool. This prop could have easily been incredibly expensive, but everyone had to find smart ways to do big things on this episode, and Scott did that with this axe."

"We didn't have a lot of time to design and manufacture the axe from scratch, so we took a Chitauri staff and modified it," Bauer says. "We designed the clear blade and the attachment piece, and put it all together."

"When he brought in the finished product, it was clear that he'd hit a home run," Fletcher says. "Our stunt performer behind the Reaper grabbed it and started doing these awesome spins with it."

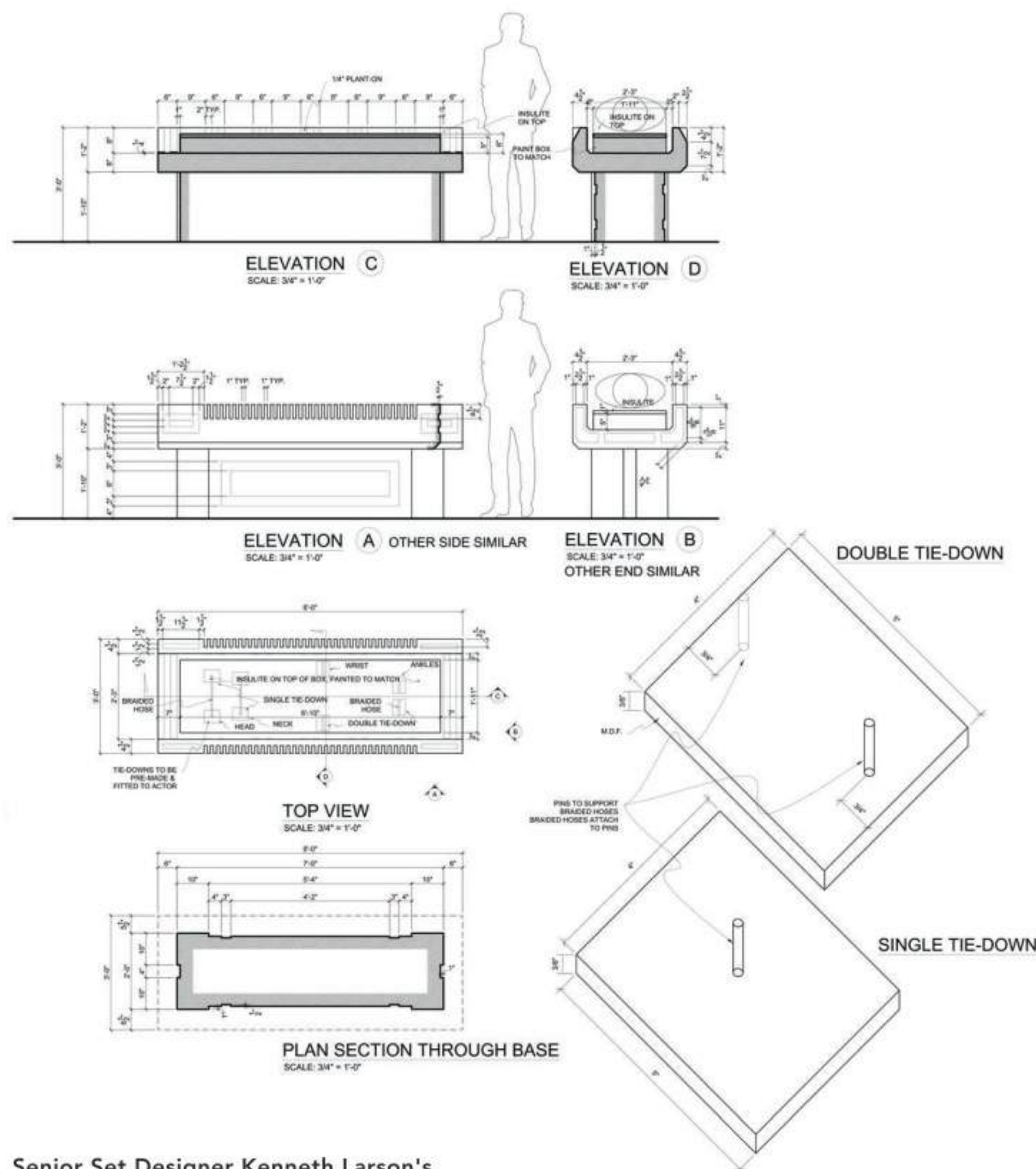
Artists Dave Merritt and Marilyn Chaney at Legacy Effects used the design

elements from the axes and Kree artifact as inspiration for creating the costumes' hard armor pieces.

"They did a great job," Costume Designer Ann Foley says. "It's a way different Kree than we've seen before. Legacy handled a lot of costume materials this season—they created Lincoln's suicide vest, the Kree Reaper, components for Quake's costume."

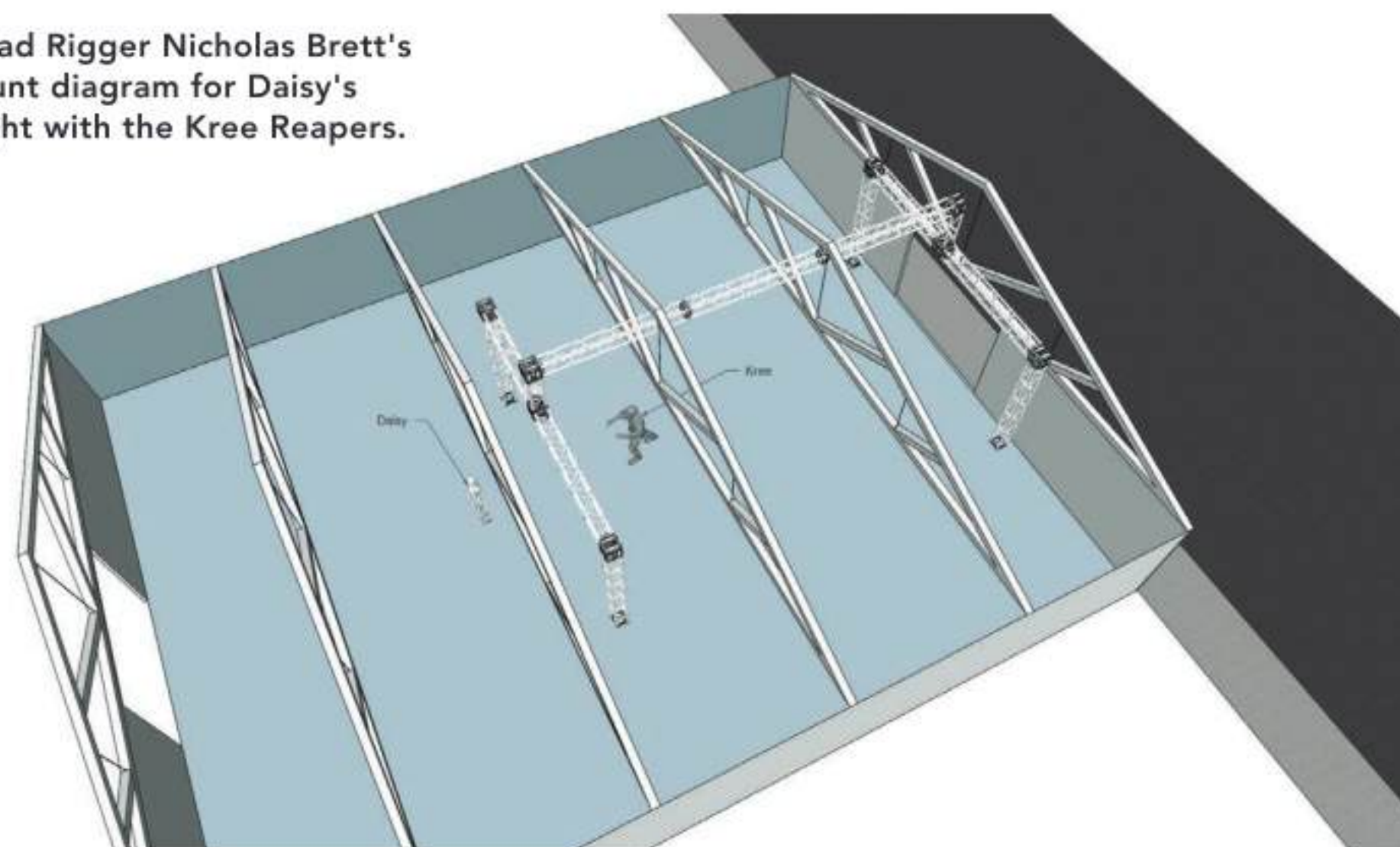
Costumes in place and axes in hand, the Reapers were ready for shooting, which included intense fighting and wirework. Esteban Cueto portrayed both Reapers. No stranger to physical acting, he previously served as a stunt performer in *Marvel's Iron Man 2*, *Fast Five*, and Season One of *Marvel's Agents of S.H.I.E.L.D.*

"With the wirework that we do, we try to come up with new and creative things



Senior Set Designer Kenneth Larson's layouts for the Kree stasis chambers.

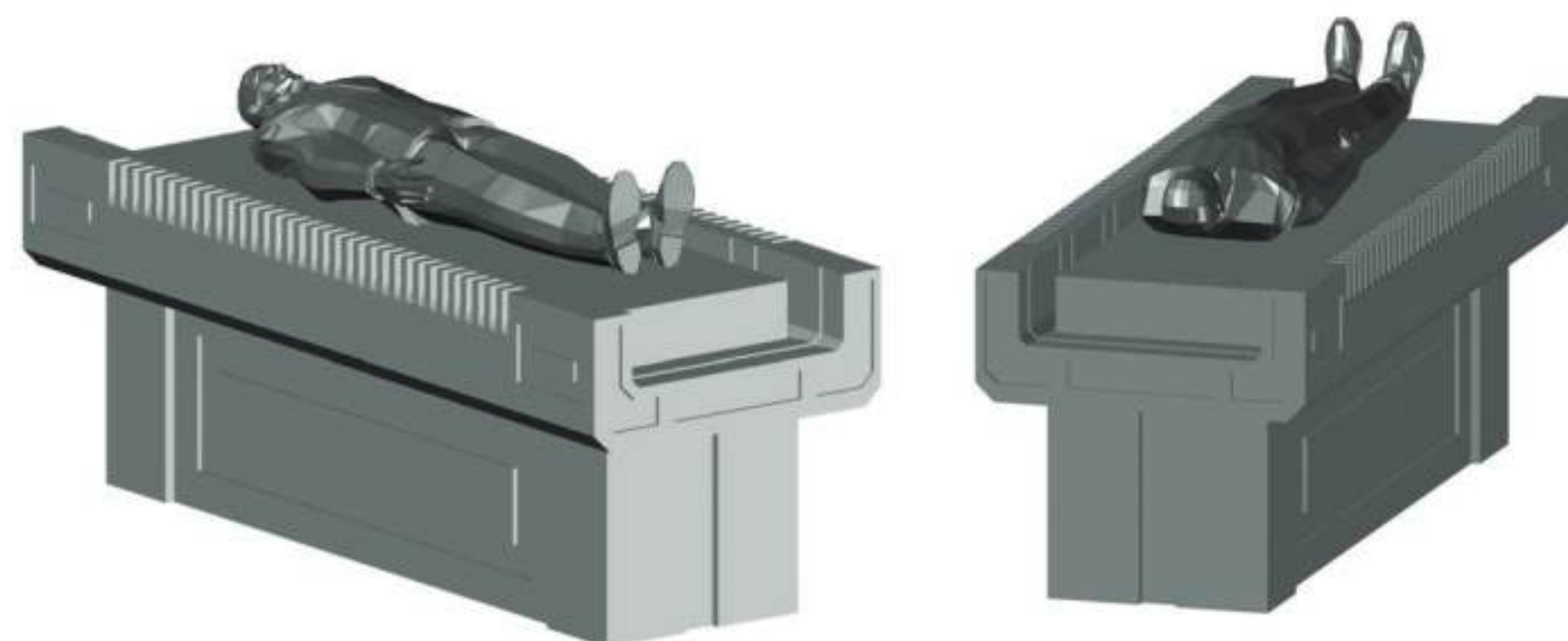
Lead Rigger Nicholas Brett's stunt diagram for Daisy's fight with the Kree Reapers.



every time," Stunt Coordinator Tanner Gill says. "We bounced Chloe off the ceiling in 'Parting Shot,' and then in this episode there was a lot of wirework, and our team really rose to the challenge. Nick Brett is our lead rigger, and he's been a master rigger for 30-some years. And he's just a great engineer. So I'll come up with a concept, and design and sketch it out, then Nick will make a computer model of what we want to do so that I can show a visual 3-D reference of the wire moves to the rest of the production so they can plan to shoot around that accordingly."

Production often ran late into the night. In the middle of shooting Daisy and Mack's fight—during which the Reaper is lying on a gurney—Cueto fell asleep, cracking up Chloe Bennet and Henry Simmons. Despite the fatigue, the episode was a success.

"Everyone's really enthusiastic," Gill says. "Even after 12 or 13 hours, in the middle of the night, everyone brings a lot to every show. Our camera guys are really amazing; they know how to shoot action."



INTO THE WAR

Marvel's *Captain America: Civil War* drew a dividing line between Captain America and Iron Man. In the wake of Ultron's attack on Sokovia in Marvel's *Avengers: Age of Ultron*, and *Civil War*'s devastation in Nigeria, the world has begun to question who should be responsible for governing the Avengers. While Marvel's *Captain America: The Winter Soldier* had devastating results for Coulson's S.H.I.E.L.D., this time the series acted as a precursor to the in-fighting showcased in the film. The same moral and sociological questions posed in *Civil War* had been the focus of the show's entire third season.

"*Captain America: Civil War* didn't have time to get into the logistics of registration like they did in the comic books, so it was great that we got to shine an extra little light on what that whole process looks like," Consulting Producer Craig Titley says.

"We seem to have our own *Civil War* that's brewing here," Clark Gregg says.

"Rosalind Price has this great line where she says that for every Daisy Johnson, there's a Lash," Chloe Bennet says. "We've been dealing with issues similar to those explored in *Civil War* throughout the entire season. I think it was interesting to bring in these socially relevant storylines to weave throughout the season."

"On many levels, our show ties into *Civil War* thematically more than anything else," Marvel Television President Jeph Loeb says. "Through this entire season, we've dealt with issues going on in the real outside world and reflected upon them. And that's one of the things that Marvel stories do so well because it doesn't feel like a lecture. It's fun and entertaining, but it's also a reflection on where we stand on social issues like race and religion and gender, and they're topics that have never been so present on the forefront of everyone's minds. Humanity's tolerance and intolerance, and our own inhumanity, are things that we're very aware of."

"This team has had to deal with the complications that arise with the introduction of people who are different—not even getting into if they have powers or not, they're different. And we see our characters deal with that fact in a very real way. Just as we on this planet are going to have to find a way to understand that we are all in this together as part of humanity, regardless of a person's race or religion or gender. And if you can watch *Marvel's Agents of S.H.I.E.L.D.*, and your ability to be more tolerant toward people around you or your willingness to learn about and embrace the people around you rather than to fear them is changed, then we've managed to hit on something that's incredibly important to us."





S.H.I.E.L.D. DEBRIEFING

EMANCIPATION

DIRECTOR: VINCENT MISIANO

WRITER: CRAIG TITLEY

PRODUCTION DATES: MARCH 23, 2016 — APRIL 5, 2016

ORIGINAL U.S. AIRDATE: MAY 10, 2016



EMANCIPATION

MISSION DESCRIPTION:

Coulson watches news reports in a dive bar: Steve Rogers has gone missing after a falling out with Tony Stark over the enactment of the Sokovia Accords, which place the Avengers under United Nations authority. May joins him, reminding Coulson they knew this moment would come eventually. For now, though, their focus should remain on stopping Hive.

Talbot enters the bar. On behalf of the president, he's seeking full disclosure regarding any undocumented enhanced assets in Coulson's employ. Coulson reluctantly agrees to reveal the full scope of S.H.I.E.L.D.'s operations, including the Playground's location. With the flip of a switch, their booth descends into the subterranean base.

MONTANA

Daisy is weak from having her blood drawn for Radcliffe's experiments. She's been attempting to circumvent Fitz's security to hack into S.H.I.E.L.D.'s surveillance system and spy on the quarantined Lincoln. Watching her, Hive is concerned she's still attached to her old friends; he tells her that if S.H.I.E.L.D. continues to interfere, "There will be no absolution." She's left to ponder the statement as Radcliffe enters to turn off the machines draining Daisy's blood. They're ready for another Alpha test. Hive is recruiting new volunteers for the process—a special gift for Daisy.

S.H.I.E.L.D. HQ

May brings Lincoln a plate of food. He wants to help, but she tells him to stay put and strengthen his immune system. Elsewhere, an exhausted Fitz continues his never-ending work Daisy-proofing their security, trying to keep up with her digital intrusions. He and Simmons discuss Mack, concerned his bones will heal faster than his broken spirit. May enters and tells Fitz to stop worrying about the

security system. They have a more important task: determining Hive's endgame.

As he tours the base, Talbot insists that Coulson reveal his Inhuman operatives. He meets Yo-Yo, who tells Talbot that if she's added to his registry, the drug cartels she's been fighting in Colombia will put a price on her head. Talbot disagrees, and reminds Coulson that the protected registry is no different

"Cap and Agent Carter. They were my heroes growing up. Both of them were there at the beginning of S.H.I.E.L.D. Now we may be there when it ends."

— COULSON

than S.H.I.E.L.D.'s Index. Coulson agrees—which is why he no longer uses the Index. Such lists can be misused in the wrong hands.

WATCHDOG TRAINING CAMP

Watchdog leader Pete Boggs discusses the Sokovia Accords with his lieutenant, Jackson. The Watchdogs don't want Inhumans to register—they want them exterminated. And they'll get their chance, thanks to an informant within the ATCU.

Daisy hacks into S.H.I.E.L.D.'s security system and communicates to Lincoln through the monitor in his containment room. She's broadcasting a video loop of him sleeping. She offers Lincoln the chance to escape, promising she just wants to be alone with him. Their conversation is cut short by a visit from Coulson and Talbot. Talbot explains the registration process, and Lincoln agrees to sign up—despite Coulson's reservations—if it means release from custody.

Yo-Yo helps Mack with his bandages while he confesses his fears about the armageddon Hive appears to be inciting. Elena reassures him that evil preys on the weak because it fears the strong.

Coulson introduces Talbot to Lash. Talbot is horrified and wants the Inhuman placed into stasis immediately, but May suggests Lash may still prove an asset to S.H.I.E.L.D. His tour finished, Talbot asks after Daisy,

"You need a beer... and some faith."

— YO-YO

"Feels like everything's going to hell, and all we're doing is trying to slow the descent." — FITZ



aware she's also an Inhuman. When Coulson claims she's on assignment, Talbot reveals surveillance photos of her and Ward taken in Montana. Coulson relents, telling Talbot the truth: The fate of the world as they know it is at stake.

Meanwhile, four Watchdogs stalk an Inhuman in a hoodie. When they attempt to grab him, the hood comes off: It's James with his hellfire chain. He's lured them into a trap. At their backs stands Hive.

In his office, Coulson brings Talbot up to speed. Simmons realizes their mission to prevent Hive from acquiring Kree blood is futile: Both Coulson and Daisy have pure Kree blood running through their veins. Simmons also has figured out Hive's endgame: to create a cocktail that instantly transforms all of humanity into swayed Inhumans.

In an abandoned shopping mall, the still-defiant Watchdogs are led into a cargo container, where Radcliffe and Daisy are waiting. Radcliffe flips a switch, and a red mist fills the container.

"I want you to become what you hate." — HIVE



While they await the results, Daisy helps Lincoln escape. As he slowly makes his way out of the base with her guidance, Talbot suggests they obtain government approval to preemptively strike at Hive and his men. Coulson points out the time constraints—and besides, no known weapon will kill Hive. Plus, they still aren't sure what Hive's men stole from the ATCU facility in Indiana. Talbot, however, seems to know what that is.

At the abandoned shopping mall, Radcliffe opens the cargo container. The Watchdogs have been transformed into primitive, feral creatures with distorted

features. Radcliffe apologizes to Hive for his failure, but Hive is pleased with the results. He wants more—even if it means using all of Daisy's blood.

Lincoln is trying to reach the Quinjet—Daisy can fly him out remotely. But Mack tackles him short of the hangar and tries to convince him Daisy isn't herself. Lincoln is forced to electrocute Mack. He makes it into the Quinjet and takes off to meet Daisy. But Hive is waiting with her. Daisy has betrayed Lincoln's trust.

A panicked Talbot wants to alert the president and have the Quinjet shot out of the sky, but May stops him—just as Lincoln reappears. He wasn't on the Quinjet. At the abandoned mall, the jet's loading ramp lowers to reveal Lash. Unbeknownst to the rest of the team, Coulson, May, and Lincoln planned the entire escape to trick Daisy.

"Desperate times, desperate measures." — MAY

Lash unleashes his fury on Hive and his men. Hive's nano-particles don't work on the Inhuman. Daisy tries to join the fight, but she's weakened from blood loss. Lash corners her—but instead of killing her, he uses his powers to pull the Hive particulates out of her body, destroying them. He helps Daisy get to the Quinjet, but James arrives before they can escape, slicing through Lash with his chain. Daisy quakes James away from the Quinjet and shares a moment of understanding with Lash as he dies from his wounds. Mustering her last ounce of strength, she heads for the cockpit to fly back to S.H.I.E.L.D. HQ.

She lands back at base. Lincoln won't look her in the eyes, and Coulson and Mack are still suffering from injuries she inflicted. Lincoln and Fitz believe Lash's purpose wasn't to defeat Hive—it was to save Daisy. Upon examination by Simmons, Daisy is pronounced free from Hive's sway. But given the amount of her blood already in Hive's possession, he's armed to unleash a mist on most of the Northern Hemisphere that will transform the entire populace into primitives. Worse, Talbot reveals that the item stolen from the ATCU was a warhead. Hive is building a Terrigen bomb.

TAG

Yo-Yo gives Mack a gift to help him keep the faith: her necklace. It's the one from Daisy's vision.

FIELD-OP NOTES:

- Registration under the Sokovia Accords includes a collection of fingerprints and DNA samples, and in-depth analysis of powers and vulnerabilities.

RUNNING BEHAVIORAL OBSERVATIONS:

- A Couple of Cold Bendeery English Ales — 1



ROOTING FOR THE BAD GUY(S)

Radcliffe's experimentation again goes horribly awry. The Primitives aren't just deformed physically—they seem to be mindless. "His barometer for success is a little different than Hive's—he thinks that he's failed, while Hive is thinking that his work will do just fine," writer and Co-Executive Producer Brent Fletcher says. "Radcliffe is seeing an evolution, but it's not the brass ring that he had hoped for. And that's a bit of a struggle for him."

"This new experiment turns everyone into identical abominations," writer and Consulting Producer Craig Titley says. Hive "doesn't want people to reach their full potential—he wants them to be this primitive drone."

"It feels like it's building toward a pretty terrifying conflict between whomever Hive has under his sway and whomever is left on Coulson's team and the Secret Warriors," Clark Gregg says. Hive's plan to create a Terrigen bomb may sound familiar to fans following the Inhumans in comics: Across the world, humans with latent Inhuman DNA are transforming thanks to the detonation of a similar device in the pages of *Inhumanity* and *Infinity*.

"Hive has a plan," writer and Co-Executive Producer Drew Z. Greenberg says. "What is it that he wants to do? I think a lot of what we saw on Maveth at the beginning of the season is a clue as to where things might be headed. He's looking at the state of the world, and he thinks that it could be better. And what



does it mean that Daisy thinks Hive's plan makes some sense? Is it worth sacrificing certain things in order to make everyone feel the same happiness she felt?"

Pursuing their own agenda, the Watchdogs instead become part of Hive's—the hard way. "I think it's human nature to want to see people to get their comeuppance, but then when you actually see what happens to them, there's a bit of a feeling of remorse," Titley says. "What drove the Watchdogs to do what they did, or what drives racists to be racist, is often sort of beyond their control. Sometimes it's part of their upbringing. And that's why I liked the scene between Daisy and Hive where she says that they don't deserve what's happening to them. Everyone deserves emancipation and the chance of freeing your bonds from the hatred instilled upon you."

The Watchdogs are a frightening embodiment of Hive's sway—unlike Daisy, they've lost all capacity for independent thought. "When you see that Hive has turned people into these mindless workers, and he plans to do that to the entire population of humans on the planet, it's incredibly scary," Greenberg says. "And on top of that, it will activate every Inhuman's genes and turn them, but they'll also automatically be under his sway, too. Everybody loses. It finally reveals that Hive just wants an army for his own self-interest to do his bidding. And he will take away everybody's sense of free will to do it."

Daisy's loss of will results in her betrayal of Lincoln—again—as she attempts to share Hive's connection with him. But this time, her duplicity is balanced by Lincoln's trickery in unleashing Lash. Where does the lovestruck couple go from here? "I think he still trusts Daisy, but he doesn't trust Daisy under sway," Titley says. "He knows there is good in her. There's a great misdirect that the audience believes that Lincoln is willing to risk being swayed himself to be with Daisy, but actually he's willing to risk



everything to destroy Hive—which will release her from his control and return her to normal. So it's kind of a Hail Mary pass as an act of love."

Daisy returns home to face her friends and surrogate family, but the reunion is less than joyful. She now must take responsibility for her actions, even if they weren't entirely her own. And the team collectively grieves for Garner, whose sacrifice affirms Lincoln's belief that the Inhumans' abilities aren't random. It begs the question: What is Daisy's purpose?

"There's a lot of hope and a lot of forgiveness on everyone's part," Titley says. "They know that she was not acting of her own accord, but there's some skepticism on her return as they wonder if it's all a ruse, and if she's really sway-free. But Daisy's side of it is the most heartbreaking because now the sway has been removed and she's acting on her own, but she has the memories of betraying and hurting her team members. You can remove the sway, but all of that remains."

"What I love about the character of Daisy is that she started out as a very lost individual," Head of Marvel Television and Executive Producer Jeph Loeb says. "And as time has gone by, at first she thought that all of her questions were going to be solved by meeting her parents. And then in finding her parents, it just opened up another Pandora's box of something that literally physically changed her into another person. Watching Daisy—and Chloe—grow into this role has been nothing short of magical. And then to see that all undermined by Grant Ward—who always seems to dismantle things as quickly as they're set up, regardless of whether or not at this point he's Hive—is one of the great tragedies of the show, the end result of which is great loss. And where will this take Daisy now?"

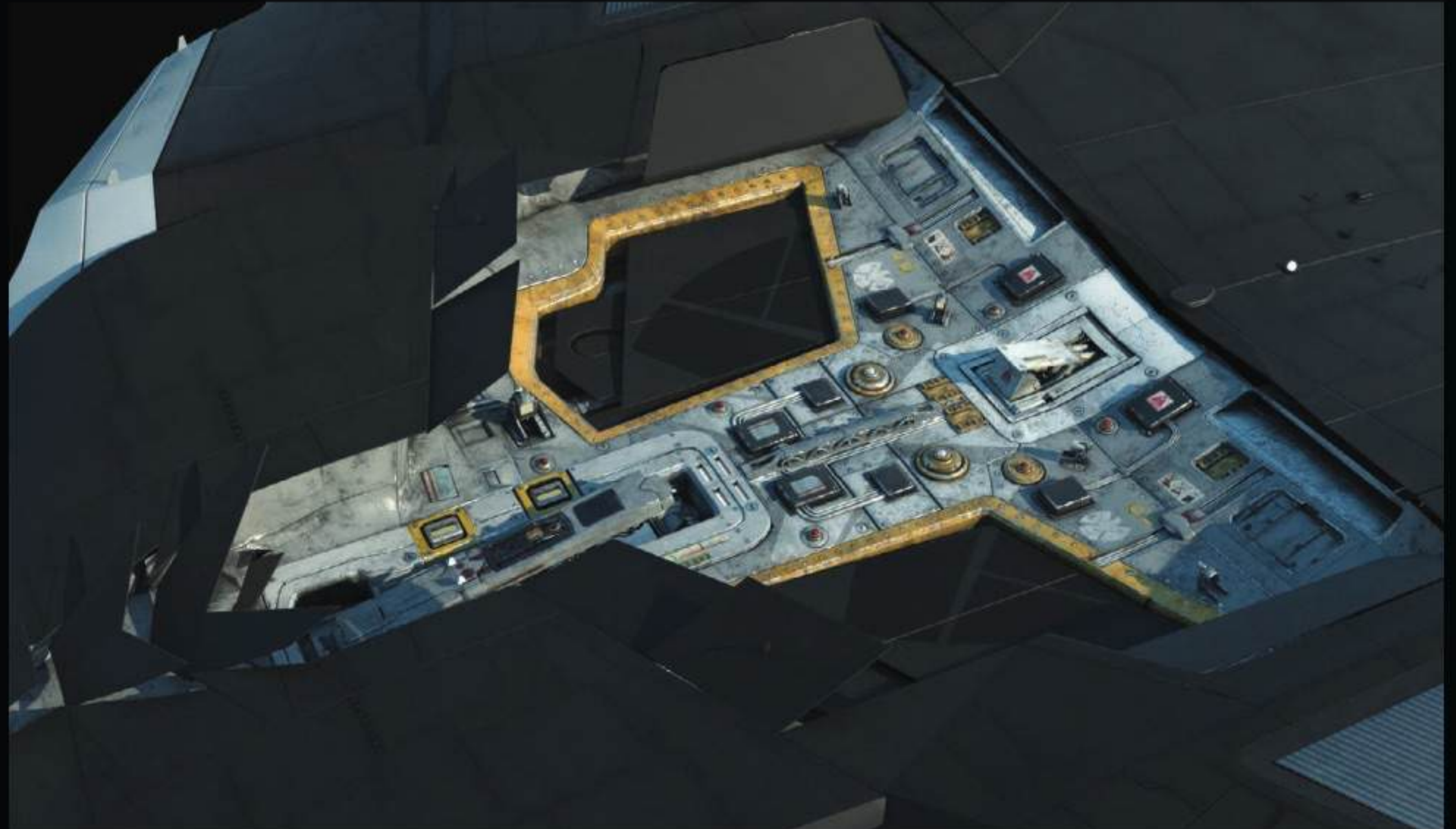
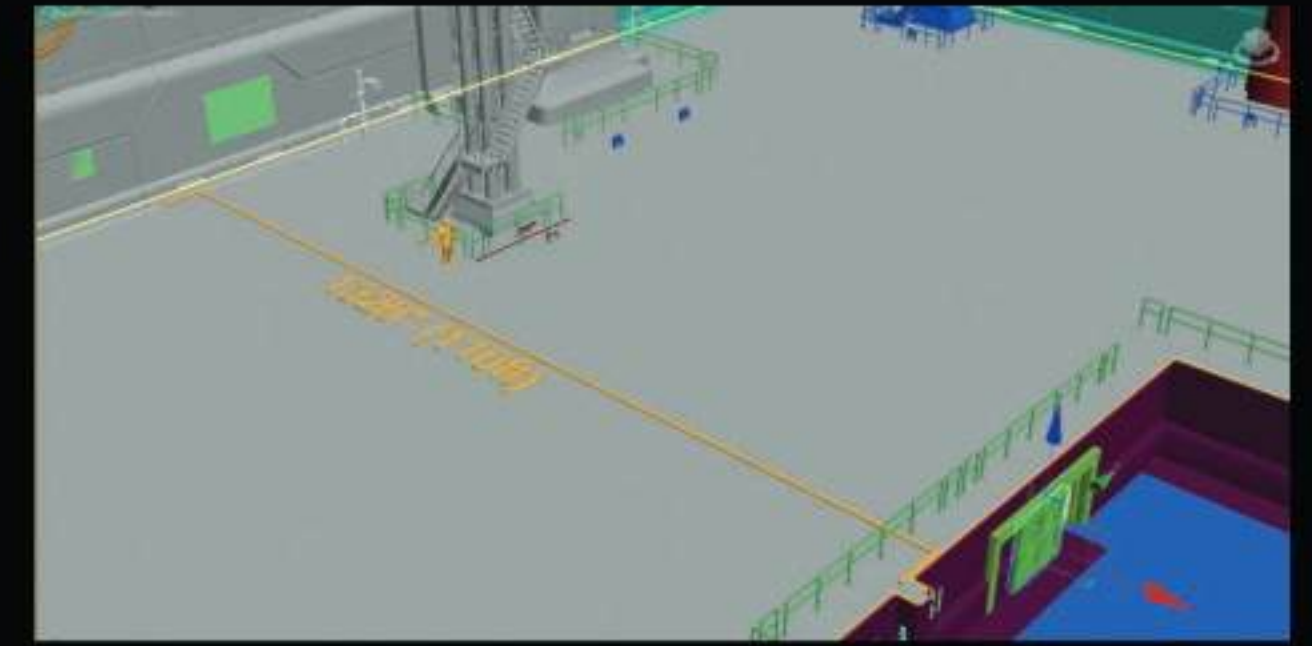
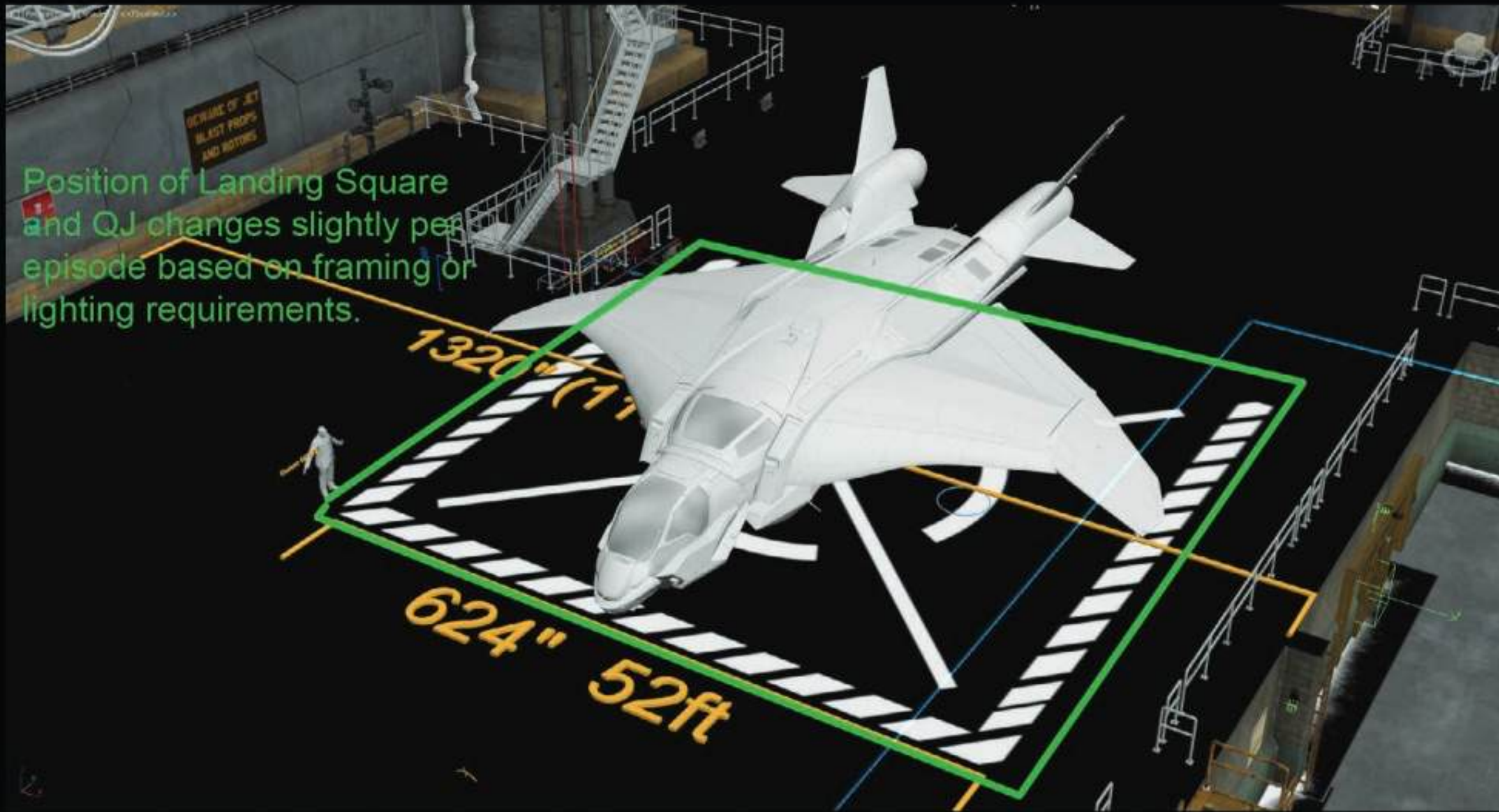
The series' next great tragedy was teased in the episode's tag. Yo-Yo's gift to Mack caused an uproar on social media as fans fell for the hint that Mack would be the one to die. In reality, it was merely the first handoff of the harbinger of doom. "It's like passing the hot potato," Titley jokes. "We're definitely toying with people and playing with that sense of 'Where will it land?' The hope was that because Yo-Yo passing it to Mack was actually the first exchange of the necklace that we'd seen, for at least this episode everyone would fear that Mack would be the agent to die. Until the next episode where we pass it around and someone else ends up with it. Then people start getting the sense that we don't know where it's going to end up."

"Nobody wanted to be stuck with that cross necklace," Brett Dalton says. "And I think the writers did a really great job of really moving that thing around and making sure that everybody got to hold it for just a second. Just long enough to sweat it out. Much like the fans theorize as they see the shows, we were all doing the same thing."

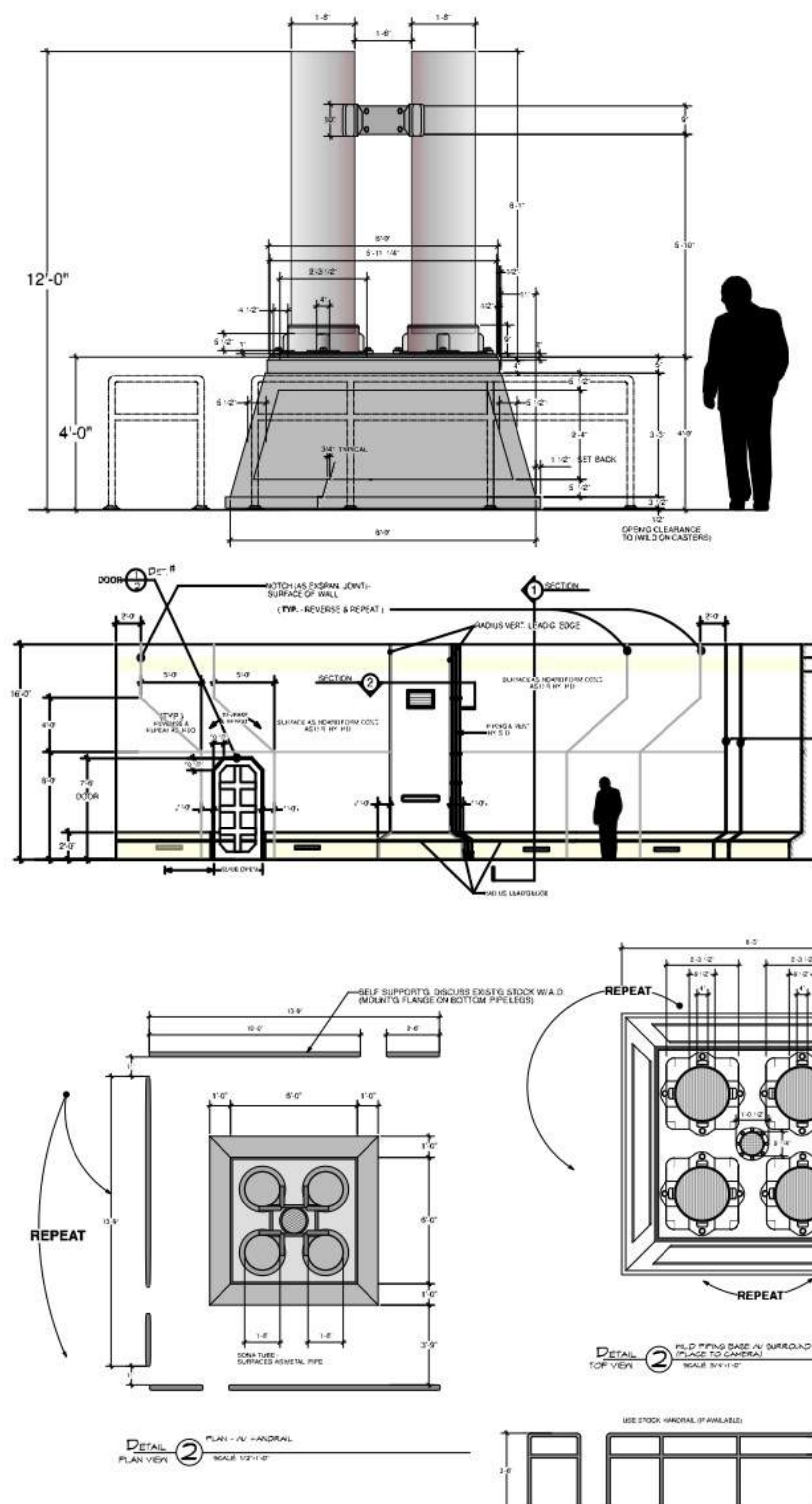
"They really [redacted] with us," Chloe Bennet jokes. "Every time we'd read a script and it would end up in someone else's hands, we would all just sweat it out. Even in the finale, you don't know who it's going to be until the very end. Fans were expecting a death, but I don't think they were quite expecting what would end up happening."







VFX progressions for the Quinjet docking.



PRIMITIVE BUT COMPLEX

Hive's mall was shot in Hawthorne, California, at a once-bustling shopping center that shut down in 1997. The building was intended for renovation as an outlet mall, then considered as a potential location for a football stadium, but is now primarily used as a filming location and police training facility. For Radcliffe's latest experiment, the Art Department retrofitted the dust-covered promenade.

To give the Primitives a pale, veiny look, Glenn Hetrick and the Make-Up team created prosthetics that fully covered the actors' heads. "It's a combination between make-up and a mask purely for production reasons, since in later episodes there are more and more Primitives, and it's tough to have that many people sit for 12 hours in the make-up chair for filming," Titley says. "We made a couple of hero masks for close-ups, and then there were a wide variety of masks with a little less detail for the Primitives that appeared in the background."

For Lincoln's fight with Mack on the Quinjet deck, the production team built from visual effects, reversing the usual method. That portion of the docking bay had been seen in several wide visual effects shots, but hadn't been needed as a practical set. "We go back and forth," Production Designer Gregory Melton says. "With the initial design of the *Zephyr* hangar, we laid it out, and then Visual Effects developed the details—including the second-floor area that we built for this episode for the first time. So I had to ask [Visual Effects Supervisor] Mark Kolpack what the second floor looked like. And so the Visual Effects team printed out a bunch of photos from the digital model, and then we recreated a corner of that based on what they had built digitally for the massive hangar."

On top of emotionally charged scripted sequences, an impressive location for filming, and the addition of the Primitives, "Emancipation" highlights several characters' powers. CoSA VFX animated James' long-awaited hellfire chain, while FuseFX was responsible for the dramatic removal of Daisy's sway particles, as well as the climactic battle between Lash and Hive.



The Art Department's mockup of *The Los Angeles Tribune*, connecting *Marvel's Agents of S.H.I.E.L.D.* and *Marvel's Agent Carter* with the events of the larger Marvel Cinematic Universe. Copy by Writers' Production Assistant Chris Freyer.

A4

THE TRIBUNE, TUESDAY EDITION

NEWS OF NOTE

Global Competitors Converge on Southeast Asia

From Front Page

Rising flow of capital influx in the Asian tigers has led to a bonanza in spending in the region as leaders pledge further reform towards deregulation to increase spending. Following months of falling stock prices late last year into this year, worried investors turned their attention away from the region only to find themselves pulled back in after a series of trade agreements promised an unparalleled period of growth.

Billions of dollars have been invested as economists believe an upwards trend in job security and employment rates to continue. The only question being whether this promised growth could last long enough to stabilize the global economy and secure Southeast Asia as the world's leader in business.

Backlash against the spending spree of corporations in the hemisphere has become louder as factories and jobs in the Western nations begin to ship overseas to where cheaper, legal labor abounds in nations



NORAH HOUTZ / PHOTOGRAPHER

An available and educated young workforce will transform Southeast Asia into a leading economic power in the next decade.

whose minimum wages and deregulated environmental laws allow companies to cut prices across the board. Proponents of the changes argue that this is a temporary cycle of unemployment and that soon, lower product prices driven by competition will increase the livelihood of families at home.

The sudden increase in competition has enacted an almost lassie-faire

expenditure circus, with companies drawing levels of investment that are incomparable to any seen or raised before with expectations being that the second and third waves of investment will decrease exponentially before leveling off in the coming months.

"Not so fast, but faster," says a prominent tech investor, who claims that unparalleled growth will

lead to unparalleled return. It is a realistic expectation if the economy trends continue to react to the markets in this fashion. With the ability of governments in the region to almost create work forces from nothing, the only blockage, the investor states, will be the ebb and flow of the rest of the world's economy.

Private equity firms have taken up shop across

the region, pushing out series of reports quoting renowned international finance organizations and their experimental models that the economic liberalization in the area will stabilize once volatile governments, creating a utopic model that will be the prize of the world's economy. Proponents of the changes argue that this is a temporary cycle. Still, even with the

assurances from the known ultimate trifecta of investors, competitors, and governments, the present situation in the region is still precarious at best. The hope is that a flood of funds will benefit all, but the ever existing worry is that politically unfavorable situations could erupt that would end the freedom companies currently hold, as was the situation in countries in South America in the previous decade.

But experts hold on

Economists believe that there will be an upward trend in their economy

to their knowledge and hopes that the Southeast Tigers are different, and that this is the beginning of a prosperous new future of investment and democracy. If this happens then we will be looking at a different world as economic and therefore political power will shift in the region creating new opportunities. "Look, it's simple, investment and capital flow leads to better economies leads to a growing middle class leads to an ability on the hands of governments to let up, and allow their people to have more say in the process," said the Secretary of State, promising the competition will grow. □

Congressman Questions Whether Sokovia Accords Constitutional

By AARON GUERTIN

A prominent member of the United States Congress has questioned the Constitutionality of the Sokovia Accords, the multilateral, and the international legislation recently adopted by the United Nations and its members, giving then broad and overarching authority to register

of the accords follows a tumultuous series of events following the rise of powered peoples, mainly the Battle of New York, the fall of the spy organization S.H.I.E.L.D., and the attacks on the sovereign nation of Sokovia by the Tony Stark created artificial intelligence known as Ultron.

The three events were

task of our government," said the Senate Majority Leader.

Some worry was pressed by the dissenting members of the House of Representatives as to the overarching powers the Sokovia Accords grants governmental agencies, and it's possibility of unconstitutionality in the face of the Fourth

Now that the President has signed the bill into law and they have been adopted by the United Nations Security Council, an ongoing debate as to their constitutionality is likely and the matter may one day find itself before the Supreme Court.

But the overarching measures will be immediately taken, regard-

on the Senate Appropriations Committee.

Legal experts believe that because of the lack of specificity, attacking the Accords in court as a whole will be difficult, and so their only means of counteracting the now law-binding treaty will be to wait until the government and local municipalities abuse the provisions

Accusations of Corruption in the Sports Housing Committee

By NORAH HOUTZ

Inspectors diverged on the capital of the host nation as they continued their work on their trillion dollar facility this morning. These inspectors, whose sole role is to observe the human

Congressman Questions Whether Sokovia Accords Constitutional

By AARON GUERTIN

A prominent member of the United States Congress has questioned the Constitutionality of the Sokovia Accords, the multilateral, and the international legislation recently adopted by the United Nations and its members, giving then broad and overarching authority to register powered peoples and oversee their activities.

Just only a month ago, in a great showing of confidence and bipartisanship, the United States Senate passed the Sokovia Accords in an almost unanimous vote of 98-1 following its passage in the House of Representatives with equally overwhelming support in a vote of 357-66. The passage

of the accords follows a tumultuous series of events following the rise of powered peoples, mainly the Battle of New York, the fall of the spy organization S.H.I.E.L.D., and the attacks on the sovereign nation of Sokovia by the Tony Stark created artificial intelligence known as Ultron.

The three events were discussed often on the floor of the Senate in the hours leading up to the vote, with senators discussing the necessity of the Sokovia Accords to prevent a catastrophic event like that in Sokovia from happening in the United States. "The defense and security of law-abiding Americans at home and abroad is always the most important

task of our government," said the Senate Majority Leader.

Some worry was pressed by the dissenting members of the House of Representatives as to the overarching powers the Sokovia Accords grants governmental agencies, and its possibility of unconstitutionality in the face of the Fourth Amendment. The fact was stressed that many of these super-powered peoples are still American citizens, and the vague wording of the Sokovia Accords could pose a direct and dangerous infringement on their civil liberties. Members of the U.N. further debated that the Sokovia Accords may also infringe on their basic human rights.

Now that the President has signed the bill into law and they have been adopted by the United Nations Security Council, an ongoing debate as to their constitutionality is likely and the matter may one day find itself before the Supreme Court.

But the overarching measures will be immediately taken, regardless of any possible doubts raised by both dissenting members and human rights organizations. "We will immediately put into effect all aspects of the Accords from the top down, that includes raising the capabilities of local police forces to combat the threat of Enhance Peoples," said a prominent Congresswoman

on the Senate Appropriations Committee.

Legal experts believe that because of the lack of specificity, attacking the Accords in court as a whole will be difficult, and so their only means of counteracting the now law-binding treaty will be to wait until the government and local municipalities abuse the provisions in a unconstitutional way.

This 'wait and see' approach will not be acceptable to the Congressman who voted against the Accords, and they will quickly be drafting proposals to limit the powers the Sokovia Accords grants in an attempt to curtail its unprecedented powers it grants to authorities in the name of security. □

Accusations of Corruption in the Sports Housing Committee

By NORAH HOUTZ

Inspectors diverged on the capital of the host nation as they continued their work on their trillion dollar facility this morning. These inspectors, whose sole role is to observe the human rights record of the games, were met with closed doors and bureaucratic tape that they claimed was covering up a series of scandals that would force the committee to change the venue in a series of events.

"Bribes paid with blood," said one anonymous official who claimed that tens if not hundreds of bodies have been evacuated quietly and surreptitiously under the guise of foodstuffs. Another source, an Asian migrant worker who has been living in a tent while working here, corroborated these stories and said that he has seen morning workers scrubbing the blood off of recently placed concrete.

Further tales of corruption to the highest level have been levied against the host nation by the international community, as it's state-sponsored work force has all but disappeared in favor of tens of thousands of migrants brought in under strict cooperation with other countries with close diplomatic and economic ties.

Governmental officials quickly sought out reporters, asking for hard evidence and corroborated accounts. "The purpose of the games is to bring the world together, for peoples who have aggression or conflict, who simply put do not like each other, to express that agitation in the spirit of sport. We are not a microcosm of violence, but of unity," said an official. But when pressed on the accusations, the official became silent and made his information anonymous.

This corruption scandal comes on the heels of a long-winded country selection process that many viewed in itself to be bias. For years, nations have called on the committee to have an open decision, rather than their usual declarations that come after closed deliberations. □

Margaret 'Peggy' Carter, Founding Member of S.H.I.E.L.D., Trailblazer for Women, Dead at Age of 95

By C. FREYER

Margaret Elizabeth "Peggy" Carter, co-founder of the now defunct governmental organization S.H.I.E.L.D. (Strategic Homeland Intervention, Enforcement, and Logistics Division), a hero of the Second World War, was herself sometimes a woman out of time. Always first to forge new roads for woman in the world of espionage, she was a proud, intelligent, and admirable pioneer that continuously worked behind the scenes to change the world for the better. She passed away in her sleep last night in a retirement home in Washington, D.C. She was 95.

From her early work as a code breaker in Bletchley Park to her later state-side dealings with Howard Stark and Steve Rogers, Peggy Carter was always a force to be reckoned with. Her ability to stand up to injustice, both in the world at large and constantly in her everyday life, is still unparalleled to this day in the intelligence community.

As is the case with so many in her world of

secrets and lies, much of Peggy Carter's life remains classified, even after her passing. Beginning as a simple office worker under the British Royal Military during the Second World War, Carter quickly rose through the ranks. Following a brief stint as a code-breaker, Carter became a member of the British Secret Intelligence, and would later be reassigned as a British liaison to American forces to fight the Nazis.

Her quick rise through the ranks of a predominantly male-centric field did not go unnoticed, and in the face of jealousy, military politics, and continued repression, Carter would nonetheless overcome the patriarchal nature of the intelligence world to become a key member of the Strategic Science Reserve (SSR). Her services in the SSR would extend throughout the Second World War and last long after the defeat of the Axis powers, establishing Carter as one of the most valuable agents in the continued fight against the Nazi regime, and by extension,

the terrorist organization known as Hydra.

Born in Hampstead, England on April 9, 1921 to Harrison and Amanda Carter, Peggy Carter's childhood was one of adventure that served as a precursor to her later life as a spy and feminist pioneer. Carter had one sibling, Michael whose death fighting in World War II would spur Peggy to join the British intelligence community. Later in life, she would marry and have two children, who she is survived by.

In almost an never-ending attempt to improve herself, and to make a permanent mark on the man's world she purposefully found herself in, Peggy Carter became an expert in field work. Able to fight oppression with both her very existence and her fists, Carter always sought the embodiment of liberty and justice that her close-friend Steve Rogers, also known as Captain America, occupied.

In that pursuit of freedom and betterment, Margaret Elizabeth Carter became one of the greatest



SHO GAGOSSIAN / PHOTOGRAPHER

Carter's illustrious career began as a code-breaker in England and culminated in co-founding the spy organization S.H.I.E.L.D.

spies, male or female, the world has ever seen. Her mark on the intelligence community, and the world at large, will never be forgotten. Hopefully, history will remember her as the fierce, influential, powerful woman she was, and not just relegate her to the sidekick of a few

good men. Because while we would certainly know the name of Peggy Carter without them, we have to wonder, without her, would the world know the names of the men she made? Thus is the history of women. So we give a toast, a final spy's goodbye, to Peggy Carter, Agent of S.H.I.E.L.D. □



S.H.I.E.L.D. DEBRIEFING

ABSOLUTION

DIRECTOR: BILLY GIERHART

WRITERS: CHRIS DINGESS & DREW Z. GREENBERG

PRODUCTION DATES: APRIL 5, 2016 — APRIL 14, 2016

ORIGINAL U.S. AIRDATE: MAY 17, 2016



ABSOLUTION

MISSION DESCRIPTION:

On a barren planet—apparently Maveth—Coulson and Daisy struggle to stay alive inside a containment module. Daisy—wearing the cross necklace—is positive she can fix the module and return them to Earth, but Coulson has some bleak news.

"Daisy, this is Earth." — COULSON Daisy awakens with a start inside a containment room—it was all another bad dream. When Simmons arrives to debrief her, Daisy realizes Coulson sent her because she's the only team member Daisy hasn't hurt directly. Daisy is unable to provide much new information, but Simmons divulges that the team is following a lead on Hive's warhead.

PACIFIC OCEAN

May pilots a Quinjet, with Mack, Lincoln, and Yo-Yo riding in jumpseats. It's a turbulent flight. They're en route to face Hive at a missile silo on a Pacific island. Inside the silo, Hive, James, and Giyera have subdued the crew and put the warhead in place. They're expecting S.H.I.E.L.D.—but not the Quinjet's underwater approach. May, Mack, Lincoln, and Yo-Yo surface and infiltrate the facility.

S.H.I.E.L.D. HQ

In Coulson's office, Talbot tries to convince General Andaz to give him the warhead's kill codes. Andaz refuses, unwilling to bypass protocols. But the conversation is a ruse, allowing Fitz to compile the visual and auditory input needed to render a digital double of the general. Inhabiting the computer-generated simulacrum via motion capture, Fitz authorizes the release of the codes to Coulson. But the codes will be useless unless May's team reaches the warhead in time. With three seconds to spare, they're successful. Hive realizes he's been outmaneuvered by S.H.I.E.L.D., and tasks Radcliffe with taking two of the Primitives and restarting the launch sequence—despite his lack of expertise.

May prepares to execute the second part of her plan as she bids farewell to Lincoln. Elsewhere, Mack and Yo-Yo work to rewire circuitry. Yo-Yo tells Mack to move faster—the hostages' lives are at risk. Indicating the trigger for her suicide vest, Yo-Yo asks Mack if he'd really push the button to end her life. She approves of his silence.

Mack returns her cross necklace, saying she needs it more than he does. She chides him for returning a symbol of faith.

At HQ, Coulson discusses the success of Daisy's leads with Fitz and Simmons while they disassemble the memory machine. Daisy has provided invaluable intelligence, but they still don't know what Hive meant when he said there would be no "absolution" for S.H.I.E.L.D. Coulson visits Daisy; she's cold and tells him to keep her in containment—permanently—as

punishment. Coulson insists she's not to blame—she was brainwashed.

Coulson senses his protégé wants revenge—a familiar feeling. He tells her she just needs distance and time, but Daisy is persistent: She wants Coulson to use the memory machine on her to determine the meaning of "absolution." He has another plan.

"So was Ward. We make the perfect pair."

— DAISY

At the silo, Hive has cornered Lincoln in an equipment room. Hive taunts Lincoln out of the shadows with claims he gave Daisy something Lincoln could never fully provide: happiness. Lincoln's anger flashes, and he steps out to meet Hive face-to-face. Hive is prepared to sacrifice Ward's body—he'll just take Lincoln's. Lincoln makes a break for it, and Hive follows him to Mack and Yo-Yo. All seems lost—until they spring their trap. Hive is standing in the center of the reconfigured memory machine. It cripples him, eliciting his previous hosts' memories. With Hive incapacitated, Yo-Yo frees the hostages. As Giyera and James reach Hive, he slowly gains lucidity and tells them to disconnect the warhead. For Absolution.



May finds Radcliffe working with the Primitives to restart the launch sequence. May takes down the Primitives, and Radcliffe surrenders in relief. Before they can

"I'd rather die than be anyone's slave."
— YO-YO

meet the others, the warhead disconnects from the missile: Giyera is pulling it aboard Hive's plane.

Elsewhere, Mack, Lincoln, Yo-Yo, and the hostages race for the Quinjet—only to be cut off by Hive. But it's all part of the plan: Strategically placed by Yo-Yo, a beacon summons a gel-matrix chamber, which drops and ensnares Hive in stasis gel. Having captured their greatest foe, the team celebrates.



The rest of the team is waiting for Hive when he arrives at the Playground. But Coulson isn't resting easy: The warhead is still in play. Coulson tells Fitz and Simmons to work with Radcliffe to find a way to counter Hive's formula and render the warhead inactive.

Coulson congratulates Lincoln on his remarkable work during the mission—finally convinced he will make a good agent. But Lincoln turns him down, believing he has nothing to offer S.H.I.E.L.D.

Disregarding security protocols, Mack enters Daisy's containment room to tell her they have Hive in custody. She's cold to him, as well, until he pulls her into a reluctant hug. Daisy finally talks about her experience. Through the entire encounter, Mack is unaware he's left Yo-Yo's cross necklace sitting on a chair in the lab.

"If Hive isn't the Devil, he's the closest thing to it you and I will ever see." — DAISY

Fitz and Simmons are burning the midnight oil in the lab, trying to reverse-engineer Radcliffe's data. Fitz is summoned to review Hive's gel-matrix cube; he notices Yo-Yo's necklace and takes it, intending to return it to her. As he inspects

"You've got a lot of good people on this team. Real heroes. That's not me. Once we're done with Hive, I'm done with all of it."

— LINCOLN

Hive's restraints with O'Brien, he notices the bay door isn't closed—it's still damaged from Daisy's tumultuous exit. The parts to repair it have just arrived—from Absolution, Montana: the location of Hive's abandoned town. Just as Fitz makes the connection, the crates burst into a cloud of red mist that envelopes O'Brien and instantly transforms him into a Primitive.

Coulson, May, Lincoln, and Simmons watch the surveillance video in horror as Fitz scrambles to escape the hangar. Suddenly inspired, Simmons reminds Fitz of "Professor Vaughn's Third Year Compiler Theory," and he agrees: That's the best course of action. No one else is quite sure what that means, but it opens a door for Fitz and the other remaining agents to escape, trapping the Primitives in the hangar. With their prey gone, the Primitives turn their attention to freeing Hive. Hive now has everything he needs to deliver his warhead: Under sway, Daisy told him everything he needed to know about the *Zephyr*—including its high-altitude capabilities.

The team watches helplessly as Hive boards the *Zephyr* and begins his plan anew. Worse, he's not alone: Daisy hacks her containment room and boards the plane.

"Please, take me back."

— DAISY

FIELD-OP NOTES:

- Fitz and Simmons commit to finally taking a vacation together in the Seychelles once the stolen warhead is recovered.

RUNNING BEHAVIORAL OBSERVATIONS:

- Simmons: The Terrible Liar — 1
- Yo-Yo Thinks Mack is Too Slow — 1
- Hit in the Head with a Fire Extinguisher — 1



ATONEMENT FOR HER SINS

Regardless of Coulson's reassurances, Daisy is haunted by her dark deeds. "She reacts like any person who has been in an altered state because of drugs or illness," writer and Co-Executive Producer Drew Z. Greenberg says. "Now that she's back in her right mind, she's not just incredibly guilty for what she's done—she's horrified that she could have been capable of committing those acts. And she wants to make sure that they never happen again, and that she's sufficiently punished for what she's done, because that might be some form of atonement or absolution."

Like Coulson, most of Daisy's teammates don't hold her responsible for her actions. "It really speaks to the bonds that have been established over the last three years between these characters that it's not even a question that the others would forgive her, and that the person who would be hardest on Daisy is herself," Greenberg says.

Daisy's burden of guilt makes her return to Hive even more shocking, but the turn fit her character. "We talk a lot about Hive's sway being much like an addiction," Executive Producer Maurissa Tancharoen says. "Daisy had this void already. She was on this relentless hunt to find her family, thinking that would fill it."

"At the beginning of Season Three, she thinks the Secret Warriors will fill that void," Executive Producer Jed Whedon says. "She's still looking for that fulfillment. And then she gets it through artificial means. That's where the addiction comes in. Lincoln had found control over his addiction through Daisy. And when she goes away, he's rocked in a different way. She's sort of what keeps him from losing control. His desperation to get her back isn't just puppy love—it's him trying to find his anchor. Because of that, when Daisy comes out of Hive's sway, Lincoln actually understands what Daisy went through and why she would want to go back to Hive."

Did Daisy intend to rejoin Hive from the start—or had she hoped to take

Manufactured in
ABSOLUTION, MONTANA

PURCHASE/CONTRACT NO. - 9932
W914NS-04-(P5234) - 126

Itemized Parts Inventory
PURCHASE/CONTRACT REQUISITION ORDER

PO File No: 538273929-02938

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250-039
UNACKS 0000-2
ABSOLUTION HT
UNITED STATES US

Ship Date: 10APR
ACTWY: 2 2 LB RAN
CAD: 70FFC1401
VIMS: 10X5010 IN
BILL SENDER

TO: **MANUFACTURED IN ABSOLUTION, MONTANA**
ATCU BUILDING
SECOND FLOOR
ATTN: ENGINEERING DEPT.
WASHINGTON, DC

SHIP DATE: 10APR
ACTWY: 2 2 LB RAN
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VIMS: 10X5010 IN
BILL SENDER

Requisitioner: **A. Guertin**
Requisition No. **Grade A7**
Organizing Office **Ware**
Delivery Requested Date **ASAP - Quoted**
Term & Conditions Attached: **Yes**
Processing Charge No. **A62223-23**
(For Procurement Dept. Charges) (Job/WBS/Cor)

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Item	Qty	Description (Attach Additional Sheets if Necessary)	RoHS S
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PB4 RT354	1	TEFC type 5 HP Motor	
KW1 R562	1	Floor Lock Pin	
OP2 OACP	5	SAE Fittings	

Page: 1 of 7 Order Processed by: Page

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221 (REV. 3-50)
FAR (48 CFR)

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1 of 1
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Mstr#8070 4457 0543
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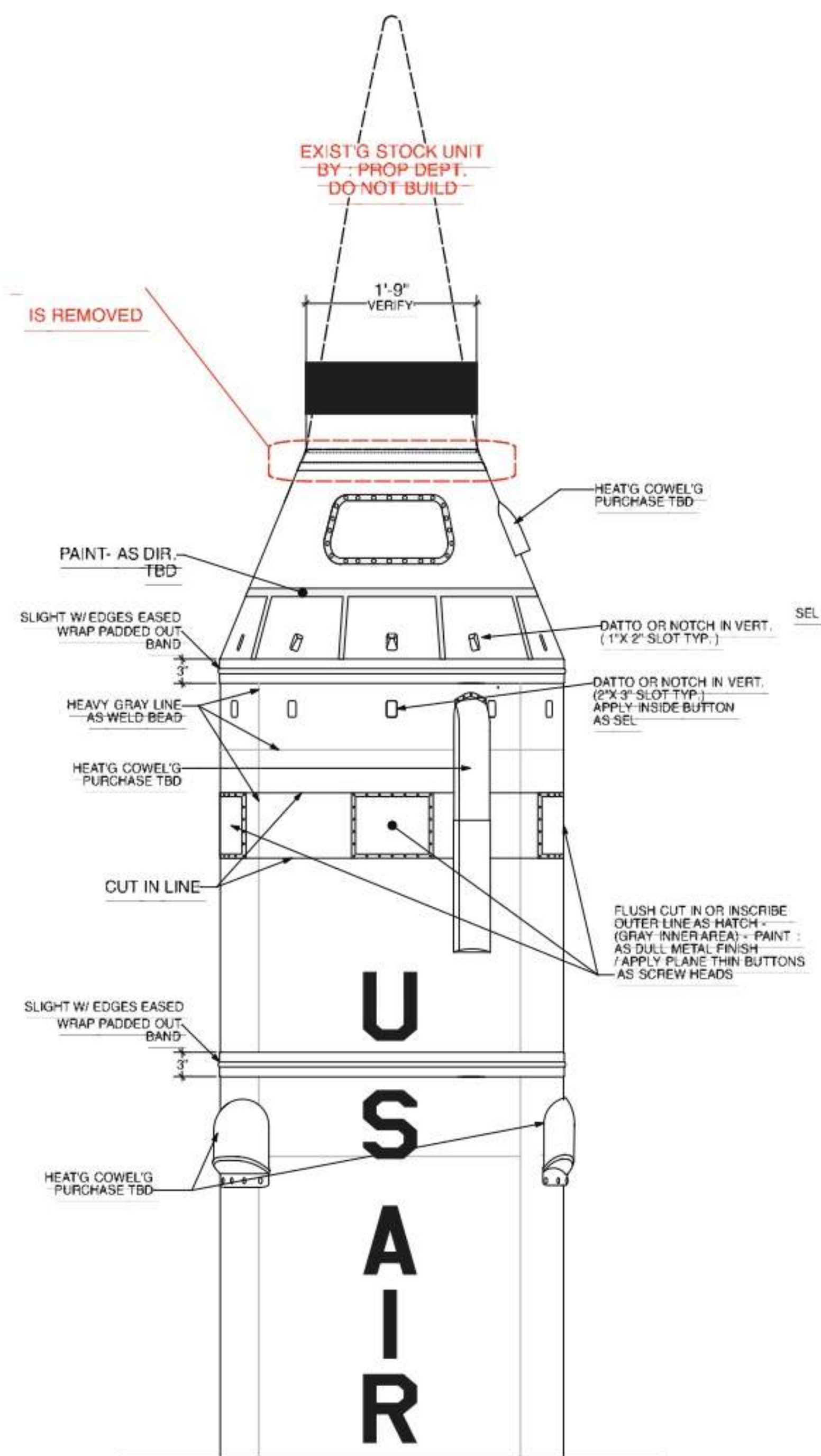
revenge, and simply succumbed to temptation? "I think that's an interesting question, because more than anything else I think Daisy is being driven by the pain that she feels, which even Hive can see," Greenberg says. "And even though she may have walked up that ramp with the most noble of intentions to take out Hive and make sure that he doesn't hurt anyone again, once she's in his presence again, there's an answer to all of the pain that she's been experiencing since returning home. And she can make it all go away."

"For right or for wrong, she experienced a wholeness, completeness, and bliss when she was under Hive's sway—and that was something she's been looking for her whole life," writer and Consulting Producer Craig Titley says. "Like any addiction, when that sense of euphoria is taken away from you, you want it back. And now she can't get it back, so you'll see her at the end of the season have to go on a bit of a walkabout to figure herself out and deal with her dilemma on her own terms."

"It's that intense of an addiction—that much of a withdrawal that she's feeling," Tancharoen says. "Even though she is riddled with guilt and shame for her actions while she was under the sway, there's only one thing that will make that all go away. And that's going back to him. So you can imagine Daisy's emotional and mental state, knowing all the damage that she's caused, and she's still so weak in going back and needing that. That really gives us her emotional launching pad for next season."

"For becoming ultimately what she will become," Whedon says.





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The Art Department used historical photos to inspire the design for Hive's missile silo.

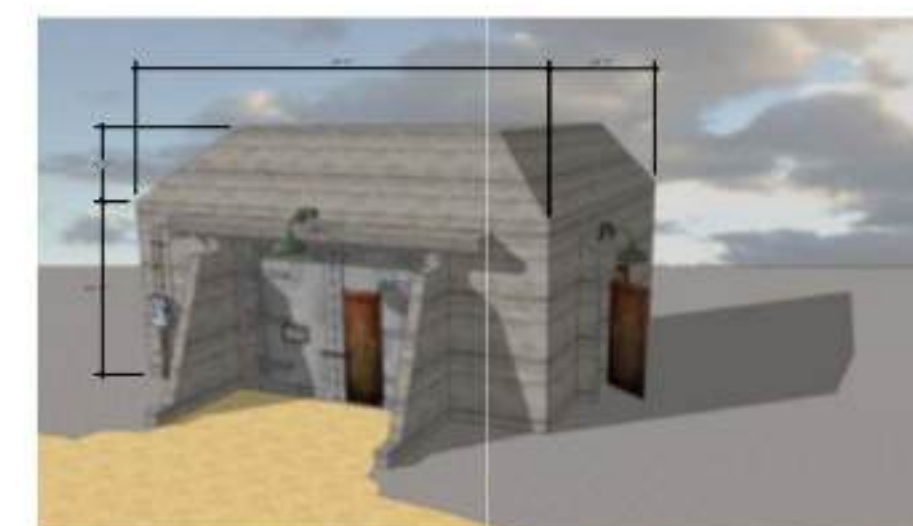
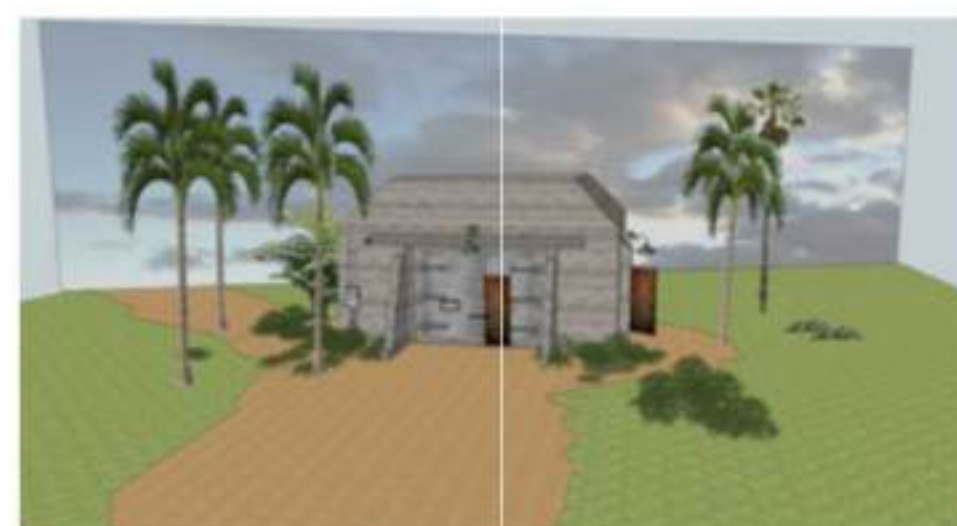
READY TO LAUNCH

The production didn't have access to a real missile silo—so they built one. The show's launch facility was inspired by the decommissioned Atlas and Titan silos, as well other 1960s designs.

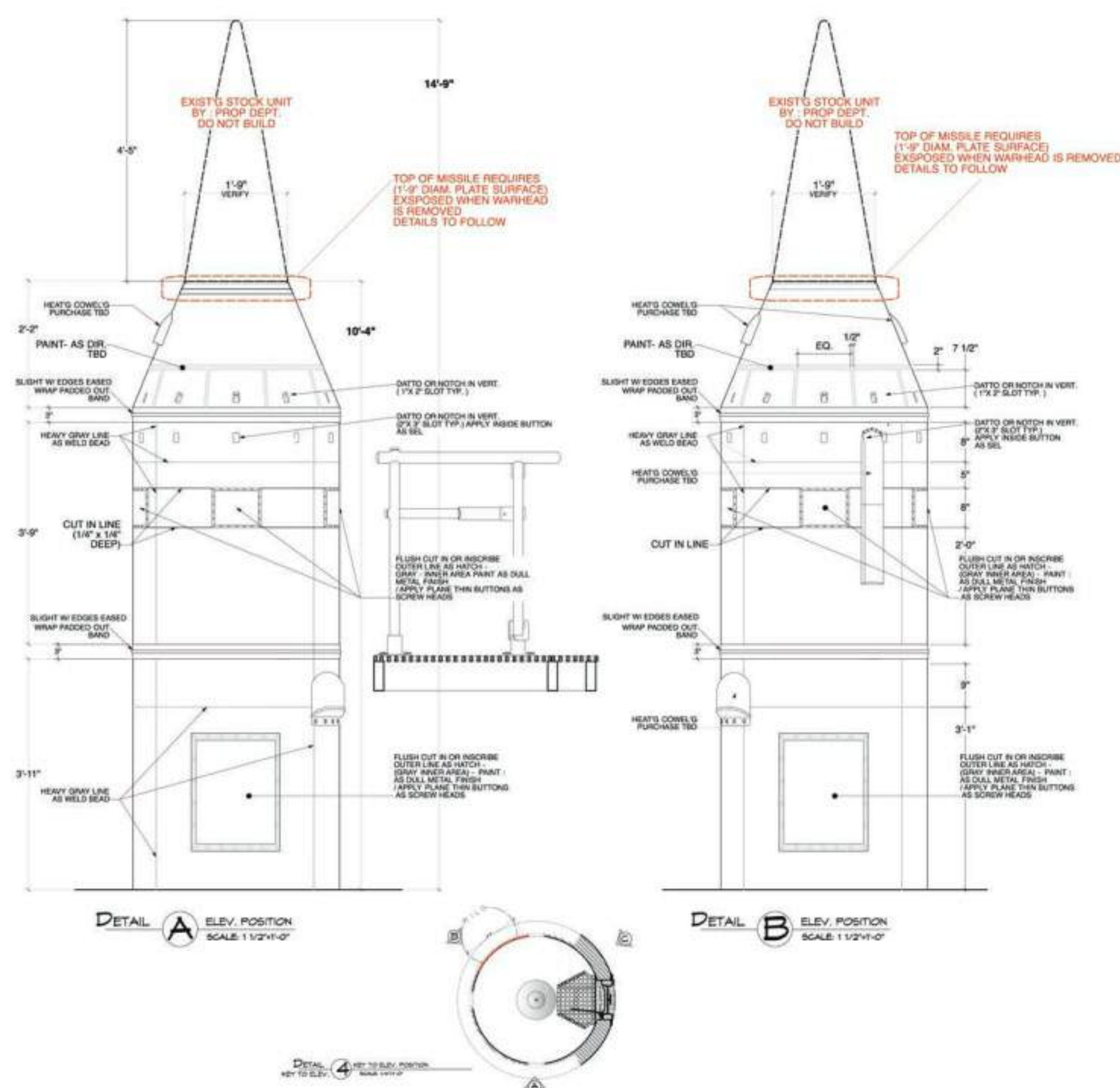
"A lot of the real silos have become tourist destinations, and people are actually converting them into homes," Production Designer Gregory Melton says. "It's crazy that they built them, and now they're just sitting there."

The sprawling set was split across two soundstages. "Stage 9 and Stage 11 both ended up housing the missile silo facility," Greenberg says. "And we have this really cool missile that was built that's about four feet up with bluescreen underneath to complete the illusion that it's a deeper silo than it actual is. It was incredibly awesome, but it was a little logistically complicated."

"We had to build it all, but it came together pretty fast," Melton says. "The key is that there are a lot of connecting tunnels to other rooms. We built the station where you need two people to commence the launch. And then we had to build the actual missile, which was the fun part."



Set Designer William Ryder's plans for the missile silo.



THE SOUND OF S.H.I.E.L.D.

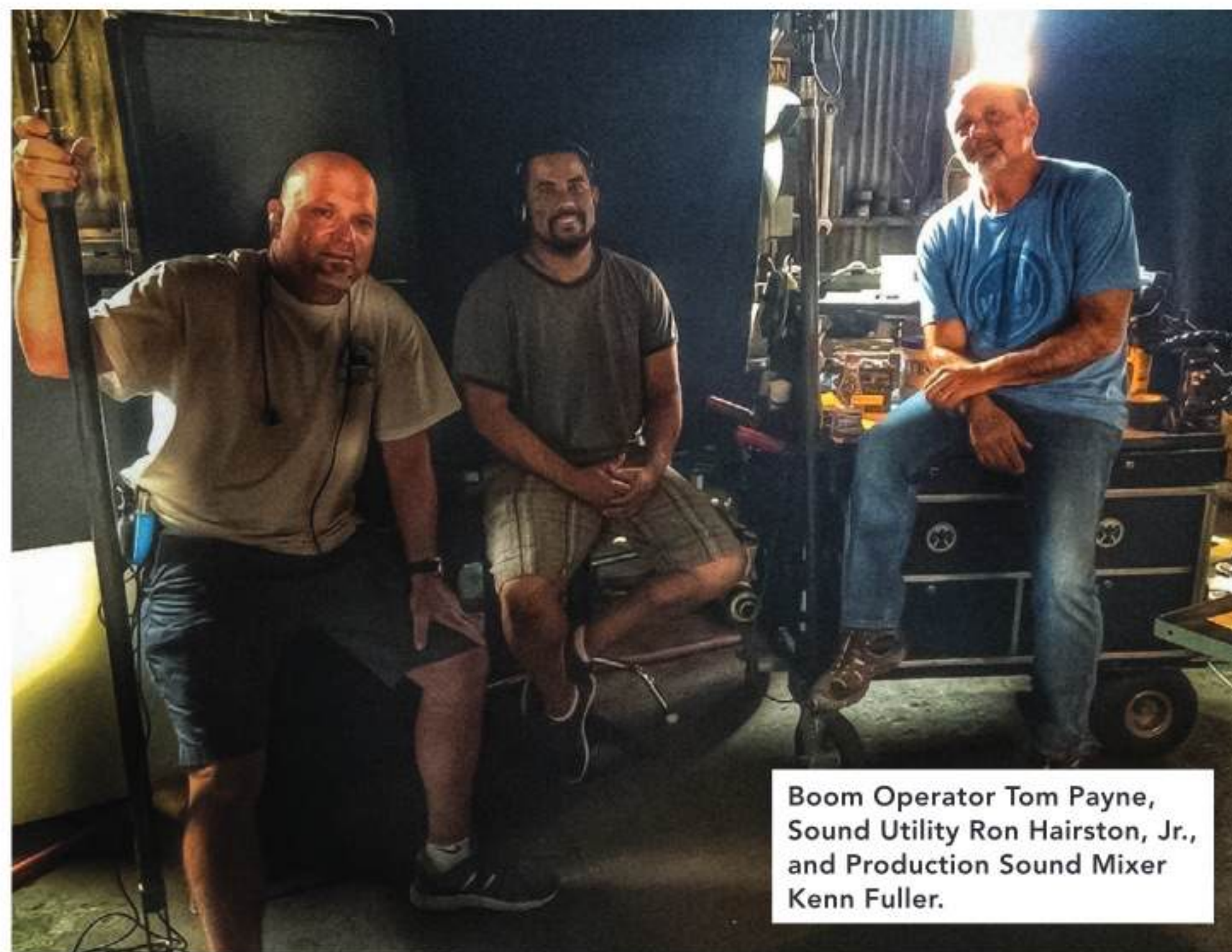
From the moment an episode wraps to the final network cut, it takes just over three weeks to craft and mold the sound for each installment of *Marvel's Agents of S.H.I.E.L.D.* The process begins with Production Sound Mixer Kenn Fuller and his crew, including Tom Payne and Ron Hairston Jr. "Pretty much our primary goal is to get all the dialogue from the actors recorded on set; we'll also try to supply some sound effects, but that's secondary—a lot of that is augmented later on," Fuller says. "If you don't have clean dialogue, and you can't understand the words the actors are saying, it immediately takes you out of the show."

"We spend so much time and energy trying to get the cleanest dialogue possible, and that involves shaping the acoustics of the set. We lay down carpet and put sound baffles out to try to get everyone to be as quiet as they can on the set so that we can strip these scenes down to the basic words as clean as possible so that Post-Production has that basic building block to start adding the effects and environmental sounds, including music, on top of it in the final mix."

But Fuller and his team can't work alone. "We coordinate with the Special Effects team and the Wardrobe team to try to make sure whatever kinds of physical effects are going into a scene, we're working around the dialogue and we can still hear what they're saying," Fuller says. "Fortunately there's not a lot of dialogue going on while they're employing their powers—but when there is, and we have fans running and squibs exploding, we'll get a second pass without all of that to get all of the clean dialogue."



Foley Artist Brian Straub.



Boom Operator Tom Payne, Sound Utility Ron Hairston, Jr., and Production Sound Mixer Kenn Fuller.

After production wraps, Supervising Sound Editor Daniel Colman reviews the audio. "I sit down with our producer, Chris Cheramie, and we go through the editor's cut of the show and discuss ideas for the sound," Colman says. "From that point, my team splits into a couple of different camps. The dialogue editor goes through and takes all of Kenn's original tracks of audio and cuts it all together to sound like one cohesive conversation and pulls out any extraneous noise like prop doors opening, any excess cloth movements, traffic noise, etc., so that all that remains is the dialogue. And then the other camp is building all of that sound design back up from scratch."

Sometimes, the audio recorded on set just doesn't work, or dialogue must be altered to incorporate last-minute script changes. "Line by line, we check all of the different microphones from set, usually about four to 12 different tracks of audio recorded on set," Colman says. "Hopefully, one of them has clean dialogue for each character, but in some instances we may need to re-record a line, which we'll loop from each character. That has to be done right away while we're still shooting other episodes so that we can schedule the actors accordingly."

During Automated Dialogue Replacement sessions, lines of primary dialogue are re-recorded or added. Meanwhile, a team of voice actors performs additional material necessary to complete certain scenes—such as crowd noise, breathing, and grunting. "Any time where we have fights, and we usually have two to three every episode, all of the efforts for all of the characters that are fighting need to be replaced for the loop group," Colman says.



The work continues on the Foley Stage, where ambient sound effects—such as glass breaking or bodies falling—are manufactured. At the center of Foley Artist Brian Straub's gadget-filled recording space is a floor composed of sections that replicate footsteps across a variety of surfaces: concrete, metal grates, tile, grass, dirt—even Plexiglass, used for footsteps on *Zephyr One*. "The building blocks of sound are dialogue, music, sound effects, and Foley," Straub says. "Sound effects can be science-fiction, eerie sounds or engines of a specific car starting, but Foley is the sounds of the people walking up to the car—the movement of their clothes, their steps, the jingle of their keys." Straub works with household items to capture or reproduce a variety of sounds—from using a pair of blue jeans to create whooshing noises, to recording the sound of a rifle clip being reloaded, to smashing a sledgehammer into a pit of glass to simulate the sound of a window shattering—all in time with the action on-screen.

"Here's the hilarious dichotomy: All of those breaths and grunts and footsteps are absolutely there when we're filming, but we work as hard as we can to get rid of them," Fuller says. "We always make jokes about the fact they're putting back in footsteps and things that we spent hours trying to get rid of. But if we start with the bedrock of clean dialogue, we know that they're going to add all of that back in later with a greater level of control."

In a world of I.C.E.R.s, superhuman abilities, and alien invaders, intelligent sound design is critical for the show to feel authentic. "It's always easier to create sounds of something that actually exists. For things that don't, we start with a conceptual idea of what the sound should be and build on it," Colman says. "Like with Daisy's powers—we knew it was pulses of energy radiating out from her body that are causing quakes to happen, so I started with air whooshes and thumping sounds. But as I built it from scratch, I started to see the preliminary visual effects, and you always are clued into what something sounds like by what it looks like. With Daisy, it developed over the first two episodes when she started quaking things and we started seeing more refined visual effects. We started putting a sound effect on each of the waves coming out of her hand, and the impact on whatever it's affecting." For the blink-and-you'll-miss-her Yo-Yo, Colman and his team incorporated the slow beating of a heart into the effect heard right before and right after she travels at super-speed.

Sound also helps distinguish between powers, making the action easier to follow. "Though their powers are similar, Lash has a very different sound from Lincoln, and you have to hear all of these different sounds and immediately connect it with the character it belongs to," Re-Recording Mixer Robert Carr says. "Daniel will create these packages for the sound of each character's ability; what changes is the environment or the situation that they're using those abilities in, and that affects the sound. For example, when Daisy uses her ability to choke Fitz, it's a much different sound from when she violently blasts Hive trying to throw him across the room. What I'll do is manipulate



what Daniel has created to embed it in the scene, and combine it with music and dialogue to make sure they don't overlap or fight each other."

"With all of the powers, there's at least 20-odd elements that go into their actions, which makes it highly malleable," Colman says. "And it's also important that the sound is serving the story and the emotion of what's going on in the scene. Every time Daisy uses her power, she's using it in different ways. It has to sound consistent, and yet work for each different application."

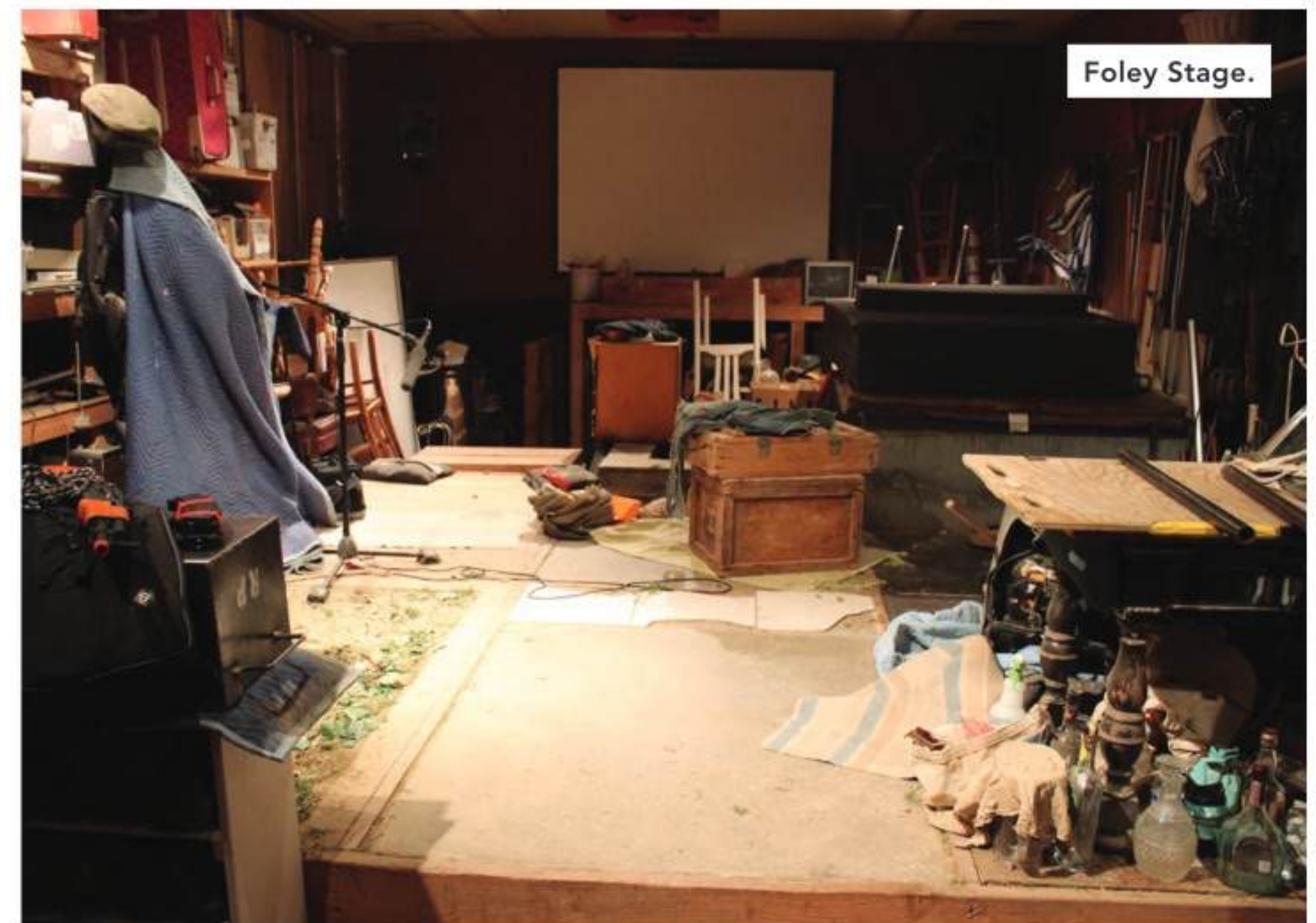
As the production team manipulates dialogue and effects, returning composer Bear McCreary writes and records each episode's score—from the heartbreaking melody heard in "Spy's Goodbye," to the theme for the carved robin introduced in "Spacetime," which also factors prominently in the finale. But before McCreary steps onto the podium to conduct the orchestra, Music Editor Lodge Worster works with the editors to lay in temporary score from previous episodes to help determine where and to what effect music should be used. Later, Worster conforms McCreary's score to the final edit. "A lot of times each episode is scored to versions of the show that weren't locked—with each cut, they've refined and replaced certain things—so there have been additional edits to the episode that affect the timing of the music," Worster says. "So I'll go through and try to preserve the intention of Bear's score and marry it to the final cut. I'll dive into each of the recorded stems and rework a lot of stuff to make sure that moments hit the way they're supposed to hit."

Next, it's time for the final mix. "Dubbing is really fascinating, because it's where everything comes together and all of our elements gel," Fuller says. Once

everything is in place, Carr mixes the sound effects—adjusting the levels and prominence—while fellow Sound Re-Recording Mixer Mark D. Fleming mixes the dialogue and music, all with the close collaboration of Maurissa Tancharoen, Jed Whedon, Jeffrey Bell, Jeph Loeb, and Producer Chris Chermie. "It's a three-day mix, which is really big for a television show," Fleming says. "And there are a lot of tracks to mix: With the effects that Rob mixes, there can be more than 100 different tracks of audio, and then on music and dialogue, I can carry over 100 tracks also. For each one of those tracks, we can manipulate the sound to balance everything from music to dialogue to sound effects and make it all feel like it's one show that's flowing. We're combining all of the individual parts to make it into one cohesive soundsphere."

Modern technology helps save time. The audio is first mixed in surround sound: six distinct audio channels that surround the audience. The computer then efficiently automates the creation of the more traditional two-channel stereo mix for standard televisions.

"These guys do a wonderful job putting it all together," Chermie says. "This team is one of the best in Hollywood and puts together a feature-film quality sound mix in a short amount of time. And what's miraculous is that they never start the process with final picture, because we're always updating visual effects and refining the cuts of the episodes. So in addition to making the show sound great, we're often having to readjust on the fly all throughout the mix as we chase delivery and airdates. Everyone works together very hard and very efficiently through the end to get it all done."



Music Editor Lodge Worster,
Re-Recording Mixer Rob Carr,
Sound Supervisor Daniel Colman,
Re-Recording Mixer Mark Fleming,
and Mix Tech Doug Parker.





S.H.I.E.L.D. DEBRIEFING

ASCENSION

DIRECTOR: KEVIN TANCHAROEN

WRITER: JED WHEDON

PRODUCTION DATES: APRIL 15, 2016 — APRIL 26, 2016

ORIGINAL U.S. AIRDATE: MAY 17, 2016



ASCENSION

MISSION DESCRIPTION:

Still fighting the memory machine's effects, Hive attempts to sway Daisy—unsuccessfully. Lash has rendered her impervious to Hive's influence. Heartbroken and enraged, Daisy unleashes her full power, thrusting Hive out of *Zephyr One* and into the hangar bay. The fight is on.

The rest of the team regroups, believing Daisy went to confront Hive. Dozens of agents have been transformed into Primitives, and they've infiltrated the ventilation system. Radcliffe reveals they retain some memories—including weapons training. The team scrambles to lock down the base.

In the hangar, Hive gains the upper hand and knocks out Daisy as Giyera and James arrive with the stolen warhead. They commandeer *Zephyr One*, loading both Daisy and the warhead onto the command ship while most of the Primitives stay behind. As the *Zephyr* takes off, May and Fitz stow away on board.

Making their way to the armory, Mack and Yo-Yo encounter an armed Primitive. When he fires, Yo-Yo speeds in front of Mack, taking the bullets. He carries her to the workshop, joining Coulson, Lincoln, and Radcliffe en route. Because of her body's superhuman metabolism, Yo-Yo is bleeding out at an accelerated rate. With no access to the med bay, they cauterize the wound using a blowtorch.

Simmons fights off several Primitives in the furnace room, discovering that the transformation damaged their vision—which is now heat-based, limited to the infrared spectrum. She turns up the temperature. Noticing the effects in the workshop and drawing the same conclusion, Coulson and the rest of the team realize they can move about undetected. Mack grabs his newly customized shotgun-axe, and they venture out.

Meanwhile, Hive transitions the *Zephyr* into vertical flight mode to ascend into the stratosphere, where the Terrigen bomb's detonation will infect the majority of three continents. Daisy wakes up inside a containment module as May and Fitz come to her rescue. To their surprise, Daisy tells them to leave her. She's concerned her powers are no match for Hive.

Giyera appears suddenly, incapacitating May with a metal air tank before training his gun on Fitz—but Fitz insists that if he's killed, a strategically hidden weapon will destroy them all. When Giyera hesitates, Fitz shoots Giyera in the chest with a cloaked handgun, killing him. Fitz frees Daisy, who sabotages the containment module, ensuring Hive has no way off the *Zephyr*. In a quiet sign of forgiveness, Fitz puts his field jacket around Daisy, who's still suffering the physical effects of withdrawal—a coat identical to the one in Daisy's vision.

"I don't want you to die. I want you to suffer."
— DAISY

"I don't give a damn about your powers. They're not what made you an agent. I did." — MAY

At HQ, Coulson and the rest of the team rendezvous with Simmons. Coulson uses a hidden control panel in his cybernetic hand to remotely summon a Quinjet. Coulson tells the team that once they get Yo-Yo medical attention and contact Talbot to authorize military force to take back the base, he's going after the *Zephyr* alone. The others protest: They're a team.

On *Zephyr One*, Daisy, May, and Fitz hear the Quinjet docking. Daisy is shocked to discover Yo-Yo's necklace in the pocket of Fitz's jacket. As the airlock opens, Hive is met by Coulson, determined to stop him at all costs. Hive threatens to take Coulson's body as his next host—thereby claiming control of S.H.I.E.L.D.

"I'll get them out, get them home—but I'm not going to lose anyone else."
— COULSON



"Your followers have no choice but to obey. But when I gave my team the order to stay behind... They just wouldn't listen."
— COULSON

Elsewhere, Mack, Simmons, and Lincoln—each wearing a S.H.I.E.L.D. field jacket and oxygen mask matching those in Daisy's premonition—enter the *Zephyr* through a hidden hatch. Meanwhile, Hive lunges at Coulson—and discovers he's a hologram.

Coulson, Mack, and Lincoln encounter James. The late-arriving May subdues him, but he charges the oxygen mask on Lincoln's belt as he passes out. The explosion causes a vicious wound. The team rushes Lincoln to the cargo bay, where a distraught Daisy does her best to apologize to him. Lincoln understands.

"I know what it's like to be so addicted to something that you'll do anything to get her back."

— LINCOLN

Coulson details his plan—which Daisy already knows, thanks to her vision: They'll load the warhead onto the Quinjet and pilot it into space, where it will detonate harmlessly. Lincoln realizes Daisy is wearing the cross necklace—she's planning to sacrifice herself. But Daisy promises to situate the warhead and leave the Quinjet, unless she absolutely has to remain aboard. She's the only one who can do it, because of her powers. As Daisy takes off, the rest of the team fights the Primitives in the cargo bay.

As Coulson's team emerges victorious, Daisy loads the warhead onto the Quinjet. Hive follows, but as they prepare to battle, Lincoln reveals himself in the cockpit—holding the necklace. He stole it from Daisy, hoping to save her. He's shorted out the manual controls; the course is now irreversible. He pushes Daisy out just as the airlock doors close, leaving her behind. Daisy and Lincoln share a tearful goodbye over the comms as the Quinjet rockets into space.

"Saving the girl I love and the world at the same time? Feels pretty right to me." — LINCOLN

As Lincoln realizes he said he loves Daisy for the first time, their link is broken. The Quinjet has left the atmosphere.

Knocked out during the Quinjet's aerobatic exit, Hives wakes up and joins Lincoln. But he's not going to use his sway. They're about to share a connection through the one experience that's eluded him for hundreds of years: death. They have a quiet moment over Earth before the Quinjet explodes, fulfilling Daisy's vision.

SIX MONTHS LATER

Newspapers herald the exploits of the mysterious Quake. On her trail, Coulson and Mack observe Polly Hinton—widow of the clairvoyant Charles Hinton—and her three-year-old daughter, Robin, in a park. Polly thanks a hooded woman dressed in dark, goth clothing for providing money to help them relocate. The woman hands Robin a carved bird—Charles' last gift. It's Daisy. Coulson orders all units to move in. Before they can corner her, she uses her powers to propel herself in the air. Mack is concerned their failure will result in their reassignment. But to where?

TAG

Radcliffe celebrates a special day with his A.I. assistant, AIDA.

He's been cleared of all charges, but that's not why he's opening a 40-year-old bottle of scotch: He's commemorating the birth of his first Life Model Decoy, an artificial body for AIDA to inhabit.

"Call the director. We struck out again."

— COULSON



FIELD-OP NOTES:

- The lead story in the *San Francisco Tribune* reports that a quake that destroyed a bridge wasn't a natural disaster—a person caused it.
- Who is the new director of S.H.I.E.L.D.?

RUNNING BEHAVIORAL OBSERVATIONS:

- Radcliffe Has Cybernetic Envy — 1
- Mack Just Wants His Shotgun-Axe Combo — 1



CONCLUSION

Season Three challenged the agents of S.H.I.E.L.D. like no other—and brought out the best in Coulson's team. The same can be said for the talented team behind the scenes.

"In general, we did a couple of things this season that scared us," Executive Producer Jed Whedon says. "It scared us to bring so many people with powers onto the show because of the production challenges that inherently brought. Doing a monster like Lash was a risk. And then the Kree at the end of the season. We did a few things that were outside of our comfort zone, and I think they all landed reasonably well. For me, one of the great successes was that we managed to tell some stories that were outside of the box, and that hopefully we stuck the landing. We feel like it was all worth it."

"Next year will be an interesting reset, because it will be less about Hydra now that they're gone for a little while and getting to explore some different challenges for S.H.I.E.L.D.," writer and Story Editor DJ Doyle says. "I think there's a lot of fun stuff coming down the line—it's just going to be a fresh new set of conceptual things for us all to wrap our heads around. And getting to see the characters deal with an all-new threat."

Coulson's apparent reassignment teases an all-new, all-different S.H.I.E.L.D.

"With Coulson, after these big things in his life, he reassesses and recalibrates; where he's headed will be really interesting," writer and Co-Executive Producer Brent Fletcher says. "There're a lot of things in play for him."

"Every season, the show reinvents itself, and even though the family is kept the same, the situation in which they find themselves is slightly different," writer and Co-Executive Producer Drew Z. Greenberg says. "Things are always interesting, fresh,



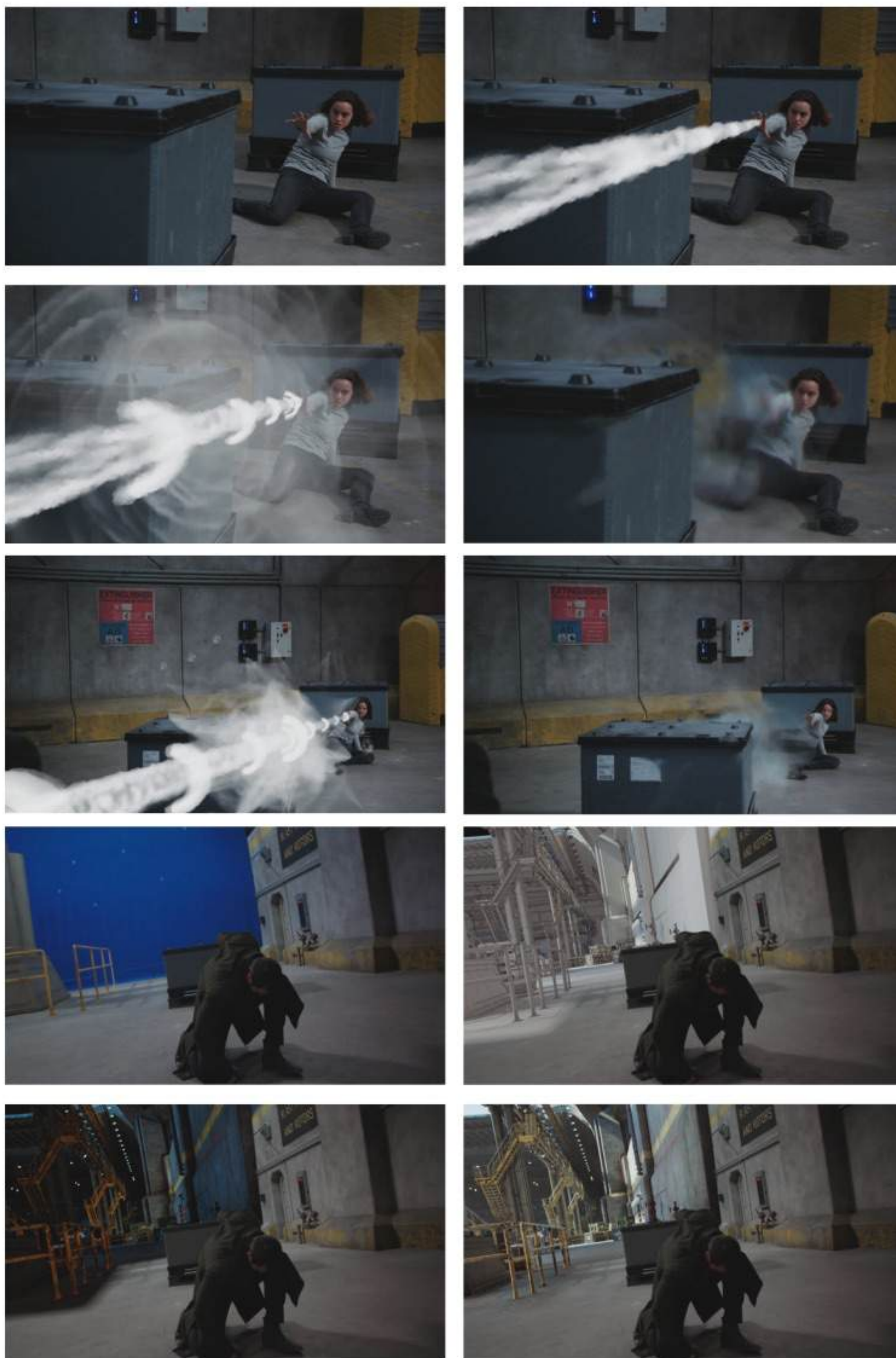
and a little dangerous because you can't ever get too comfortable. Something has happened—something has uprooted the structure of what we know S.H.I.E.L.D. to have been. We're all going to be excited to find out what it is."

"This year he got to fall in love, but now that he's perhaps not the director of S.H.I.E.L.D. anymore, he has to get back to basics a little bit," writer and Consulting Producer Craig Titley says. "Who is the new director, and why did Coulson have to step down? Or was he forced down? Those are going to be fun questions to explore."

Uncertainty abounds for Coulson's teammates, as well. May sacrificed everything for duty—again. Where will she go from here? Fitz and Simmons have taken the plunge and started a romantic relationship, a risky proposition even for people who *don't* chase down superhumans on a daily basis. Are they doomed by circumstance? Still loyal to the organization, Mack now works side-by-side with his former boss—but where is Yo-Yo? Can they both keep the faith, even while working as spies?

And then there's Daisy. Is she still a hero? "She's a little like Batman or the Punisher at this point, trying to get her catharsis through doing good in a rogue kind of fashion," Titley says. "I love rogue heroes like that. So I'm very excited to be exploring that side of her."

"We can glean a little from the newspaper articles that Daisy hasn't curled up in a ball—she's taking action," Whedon says. "We see her give the robin to the daughter of Charles Hinton, whom she met in 'Spacetime,' and she's making good on her promise. She has always promised to protect Inhumans, and I think that's what Lincoln believed she was meant to do."



VFX progressions of Daisy and Hive's fight in the hangar bay.

"The newspaper articles give us a hint that she's out there operating alone—and in a way, you could interpret that as her returning to who she once was when we first met her in the pilot," Executive Producer Maurissa Tancharoen says. "When she was still Skye, she was seeking a place of belonging. And over the course of the show, she's found that through several means. But people keep getting hurt around her. She doesn't want to get close to anybody. With Lincoln's death, which she believes to be her fault, it's going to be hard for her to recover."

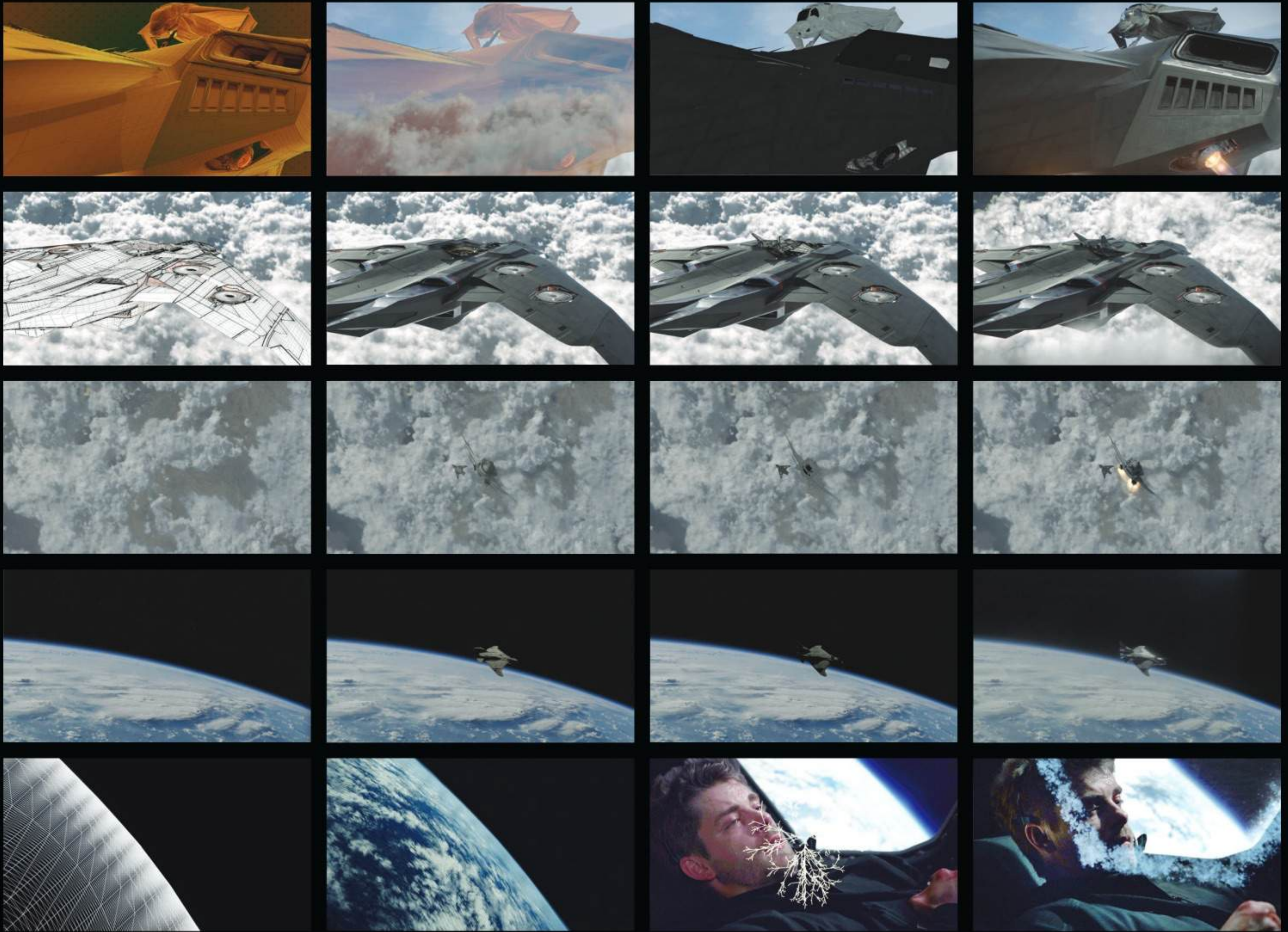
"Her empathy and her ability to connect with people is really one of her strengths, and when you see her being distant and almost cold, it feels like she's been pushed back a couple of steps," Chloe Bennet says. "She's finally at the point where she's been burned and hurt, and so much has happened to the people around her, that it's going to be really hard for her to get back to where she was. She just wants to do good for people right now, but try for as long as she can to not get close to people."

"I think we're looking forward to continuing developing Daisy and really putting her through the wringer, because those last four episodes of the third season are highly emotional for her in so many ways," Doyle says. "She's been through so much. Has she hit that breaking point? I think there's going to be a lot of soul searching for her to do in the fourth season. She's set off into the world in a whole new light. Everything she thought she believed in has been challenged, and she's going to have to figure that out."

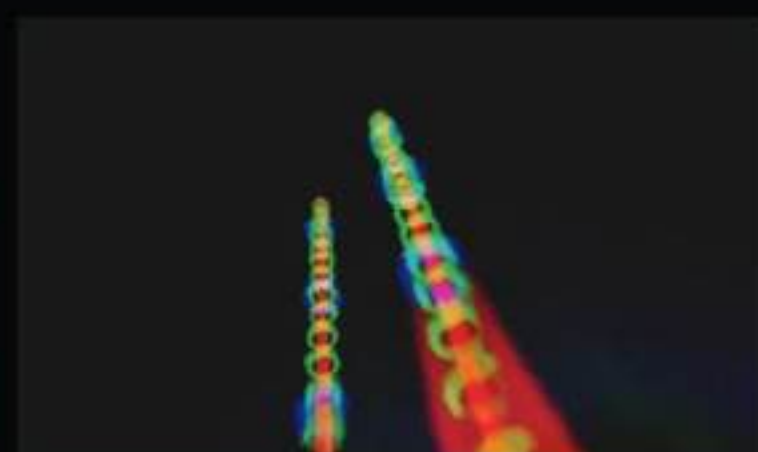
"Daisy has gone from the position of a naïve girl who comes into a spy organization with no place else to go, to realizing she has powers and was intended to be a person that she never knew she was," writer and Supervising Producer Lauren LeFranc says. "And then what Hive does to her and how he makes her feel will inherently change her and have major consequences. He tapped into something inside of her that she didn't realize she was missing, or had pushed down enough that she didn't know she needed. Now that she's felt better than she ever has before because of Hive's sway, when she loses that and realizes she misses it, I think that'll become a really big arc for her in the future."

The decision to end the season with the deaths of Brett Dalton and Luke Mitchell's characters, leaving Daisy truly alone, was a difficult one.

"We really try to develop the story and come up with the right way to end the season independently of the personalities of the people who play those parts," Whedon says. "We live in a high-stakes world of spies and heroes and the battle between good vs. evil, and we want the stakes to be real and for the audience to feel that characters aren't safe just because we're all used to them being on the show. That's part of our decision-making process, to always make sure that the audience knows these are life-and-death situations. We felt that Ward, and then Hive, had been a great antagonist for three seasons, and we felt like it was the right time to end that story. We wanted to give that ending the impact and the weight that it deserved, and realized that the greatest impact would come from the sacrifice of a hero's death with Lincoln, as well."



VFX progressions for the Quinjet's final flight.



VFX progressions for Quake's leap.



Chloe Bennet in position for a full-body scan that 3DScanLa would use to create a digital double for Quake's leap.



VFX progressions for the reveal of Hive's true face.

"It's never an easy decision for us to kill off a character, especially beloved characters on the show," Tancharoen says. "We joked about it at the San Diego Comic-Con that we have a dartboard in our office to help us determine who we're going to kill off next, but that's so far from the actual process. It's always a difficult decision. In the case of Ward/Hive, we had kept evolving and changing his character even to the point in which we killed him and brought him back to life—and it's a true testament to the story of Ward and how the character has evolved, as well as our feelings toward Brett Dalton and his abilities and his talents and how much we adore him as a person."

"I didn't think that the fallen agent was going to be me, and I was very sad when I found out it was going to happen," Brett Dalton says. "I'm here to tell the most interesting story—as everybody else is, from the top down—and if that is the most interesting story, then I'm happy to serve. I would much rather have my death mean something and help tell the best story than just be on a show where not much happens but I get to see my friends every day. It was very sad, and it still is."

"It's really sad both on-screen, but also in the working environment," Greenberg says. "These are people whom we've spent every day with, and it really sucks to have to bring that relationship to a place where we won't see them every day. But story is always the thing that rules, and this is the story that needs to be told for both of these characters. We've made these kinds of sacrifices before—and sadly, it's always people who you don't want to see go."

"Brett was the first cast member that I ever met before we were both cast in the show," Bennet says. "They flew him out from New York for the two of us to do a screen test together, and I'll never forget it. He's such a huge part of this show, and a huge part of my everyday life on the show. Whether we were shooting or doing press, we were always together. And it's going to be a completely different atmosphere without him being around."





VFX insertion of the prophetic necklace.

"Hopefully they'll find a way to bring me back somehow," Dalton says. "There are a few doors left open. You don't see the explosion. And are we certain that Hive can die? His Earthly hosts can, but what if Hive is still hanging out there in space? He was such a great villain, and I hope I have another chance to play it—but even if I don't, then some other person might have a fun time playing that character."

"It's tough to say goodbye to both characters on both accounts—as a writer, but also as a fan of the show," Titley says. "For me, Lincoln especially was really heartbreaking. I feel this proprietary thing toward him because he first appeared in 'Afterlife,' which I wrote last season. Even though the character was discussed long before I wrote the script, I feel in a way that I gave birth to him. But I knew what was coming. It was designed from day one that his character arc was going to follow a path like this. Between turning Coulson down for the job as an agent and making the ultimate sacrifice in this episode, I feel like he realized what his purpose in life was. He may have thought Daisy was his ultimate purpose in life, then realized things would never be the same with her. Then he thought S.H.I.E.L.D. might have been his purpose, but things will never be the same with it. And then with the circumstances, he realized that saving everyone was the reason he was here. And I thought the way Jed handled his final moments in that final episode were beautiful."

Lincoln may have turned down Coulson's offer to become an agent of S.H.I.E.L.D., but his sacrifice proves his dedication to the greater good. "Part of what we were trying to set up was that Lincoln is much more of a hero than even he gives himself credit for," Greenberg says. "He tells Coulson that he isn't a hero, but he's about to be proven wrong when he surprises himself and everybody else, and shows that he's one of the biggest heroes of the group."

"Lincoln was defined by the sense that he was fairly lost and searching for a place to belong," Tancharoen says. "And I feel like as his story evolved—and the more we dove into his character and his past, and realized there were many layers to him—the more we realized it would be fitting for him to meet his end. And it's a very grand and heroic end."

"We like the idea that Lincoln doesn't feel that he's a hero," Whedon says. "The reason he sacrifices himself is because he believes Daisy is meant for bigger and better things. An episode before this gesture, he says he's not a hero—he's not that kind of guy. But the idea that he would make this sacrifice to protect other people who he believes truly are heroes, in turn makes him the most heroic of all."

"I was really sad to see Luke go, because he quickly became one of my best friends on the show," Bennet says. "It's the strangest thing—before we got the episode pages, I had two dreams that Lincoln was going to die on the show. And I texted Maurissa Tancharoen as soon as I woke up both times in a panic, begging her for Luke to not end up with the necklace. I just had this gut feeling. And it was incredibly difficult to get through those scenes. It's evident when you watch the finale that I'm incredibly emotional about it in real life."

"But keep in mind, the very premise of this show, the whole reason why this show

exists, is because a character who was dead came back to life. So the whole premise of the show itself says that death isn't necessarily the end," Greenberg says.

Despite all the tragedy, the show must go on. The tag is just step one.

"It's a little bit of a flavor of what's to come—we're moving into slightly new territory. We very much like Dr. Radcliffe and how he pursues science, and so I think we're opening a bit of a Pandora's box with that tag," Whedon says. "We know cool things come with that, but there could also be some darkness. But there's a lot of opportunities for the future with what we tease."

"There're some characters we've introduced in Season Three who we're talking about bringing back next year that I think are really interesting," Fletcher says. "We'll be able to expand on them and make them more interesting. I think seeing Radcliffe and which way he goes will be very interesting."

"I think Dr. Radcliffe and his embodiment of this transhumanist belief may sort of become a big player in the next season," Titley says.

"He's showcasing a world for the audience that we're probably going to explore in Season Four that's much more science- and technology-based," LeFranc adds. "Man's answer to Inhumans, in a way. A lot of the focus this season has been adding Inhumans and what happens when you have powered people in your world, and I think a lot of normal people in our universe forget that they can do a lot of damage, too. The people with powers aren't the only thing to focus on. I think Radcliffe will open the door to a world that we've put on the back burner a bit until now."

"Every season really plays into the next," Greenberg says. "There's going to be some stuff that will affect the dynamics at the end of this season, which I think is really cool."

"We have a whole cast of new characters and Secret Warriors, which is fun," LeFranc says. "That's the thing that I think is so great about Marvel and the part of the universe that we've created: It does keep expanding, which opens up more stories. It's not just about one person, it's not just about one couple—it's the agents of S.H.I.E.L.D. So it allows us to really explore a ton of new people. Just thinking back to Season One, when we had six main characters, we've explored so many more people, and there's so much more diversity that we can continue to do in Season Four."

"We've been building this notion of a Secret Warrior team for a while, and we've been bringing these powered people into the show—and bringing that to some sort of conclusion, I think, is satisfying," Bell says. "I think if this season has been about duality, the next will be about becoming whole again. I think we'll be looking for a way for S.H.I.E.L.D. and for the team to become whole again, for a lot of the various relationships that we've explored to come back together. We're building toward attempts at redemption, attempts at sacrifice, and the price people pay for those noble gestures. It's something that I think will reverberate with all of our characters."

"Season Four is going to be the best one yet," Head of Marvel Television and Executive Producer Jeph Loeb concludes. "And we can't wait."

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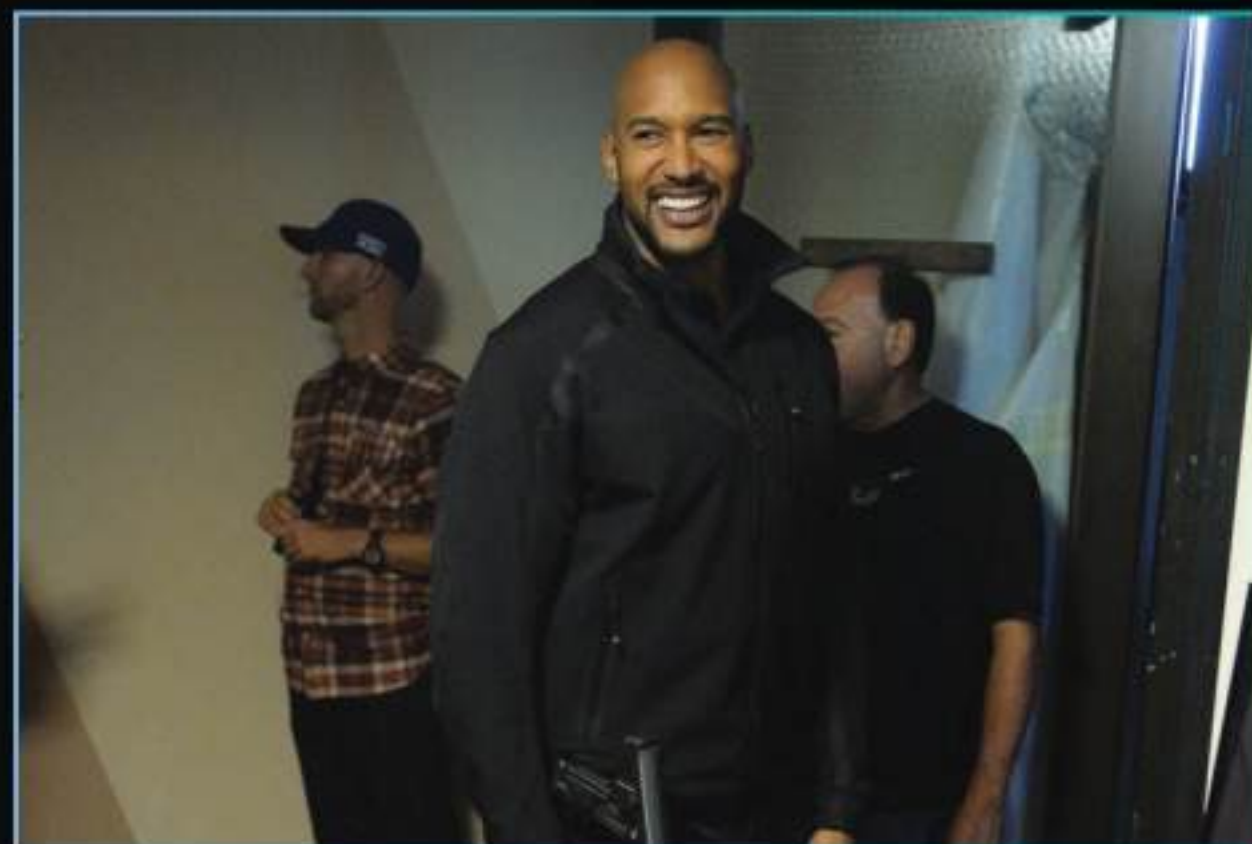
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Mysterious Woman Spotted

HERO OR ROBBER

The mysterious figure loosely connected to two previous national seismic events has apparently struck yet again, this time in New York City. An unverified photograph of the purported suspect was taken by a bystander who witnessed the collapse of an abandoned building on

Page 5

Quake Takes Down Bank

Downtown Branch left in Ruins from Earthquake

By Frank Cope
For The Los Angeles Tribune



Authorities remain tight-lipped as to what is being described as a "terrifying ordeal". At 9:03 pm last night, a 911-call was placed by a neighbor of the Los Angeles branch, reporting gunfire and shouting from inside the closed bank. Details are murky, but according to first responders arrived on the scene ten minutes later and were preparing to enter the building when a mysterious shaking began. Following a period of intense but seemingly localized quaking, the bank collapsed to the ground. Miraculously, none of the surrounding buildings were harmed, and there appear to be no casualties.

One officer, speaking on condition of anonymity, described seeing a hooded woman in the midst of the quake: "While everyone else was running off, she just stood there, her hands out to her sides." The



THE AFTERMATH OF A STRANGELY LOCALIZED EARTHQUAKE CAUSED ONLY ONE BUILDING DOWN TO COLLAPSE JUST AS A ROBBERY WAS TAKING PLACE. NO CASUALTIES WERE REPORTED.

for further info been denied. Authorities lipped as to described as "ordeal". A night, a 911 by a neighbor geles brav fire and sh

Quake Not a Natural Disaster, it was a Person

Local Authorities Assessing Structural Damage and Loss

By Norman Hertz
Guest Staff Writer

A bridge along the outskirts of San Francisco collapsed yesterday evening due to a strong, concentrated earthquake that the United States Geological Survey (USGS) has not only refused to refer to as an earthquake, but in fact has brought in the inter-governmental agency responsible for tracking and registering powered people known as the ATCU (Advanced Threat Containment Unit) to investigate the manner of which the bridge fell.

An ATCU agent said that they are indeed "looking for one powered individual who is highly dangerous and should not be approached under any circumstances." in regards to the bridge's collapse. Several people were taken to a local hospital for minor injuries following the incident, including three unidentified subjects who were attempting to flee the city from law enforcement after allegedly murdering a local store-owner and their employees in a heinous robbery. Miraculously, no one on the bridge was critically wounded or killed, and the suspects were returned to custody.

Rather than placing the earthquake on the Richter Scale, the USGS, under the ATCU, is



The retrofitted bridge was thought to be safe, but the bridge was

with local authorities. While we do not have a description of the incident, we do know that they have the ability to mimic the activity of an earthquake and direct it in specific, concentrated directions."

The ATCU agent stressed the general public that the powered person will soon be apprehended, registered, and likely charged for destruction of property and assault. But the question remains as to the effectiveness of the Sokovian Accords in registering, monitoring, and in rare cases, apprehending powered individuals that pose threats to society at large. "I felt the earthquake in my car, driving a block from the bridge. It's where I drive home everyday," said a local who "It was like I was on a roller coaster all of a sudden, and then it just stopped. Crazy thing, I didn't even hear a crash. A bridge falls, you're supposed to hear a crash, right?"

Many other witnesses felt the quake event in a similar constant fashion that disappeared rapidly without a trace. No one outside of a football field distance from the bridge felt the quake, and there is no evidence of a quake outside the perimeter area, of which the ATCU established a threat-level zone now of residence.



Staff Photographer
reasonable earthquake,

See QUAKE, A, Col. 1
Witnesses confirm disaster was caused by person. (A)

WHO IS QUAKE?

Search Continues: Woman in connection with disasters is

By Randall Beach
Staff Reporter of the
Unnamed Newspaper

ENGLEWOOD — As the remarkable string of seismic events continues to escalate — events now almost universally acknowledged as being perpetrated by an individual possessing unique enhanced abilities — speculation about the identity, and very nature, of this individual is at a fever pitch. Just about the only point of agreement amidst the increasingly frenzied guessing game is the moniker that has now stuck to this figure: Quake.

The theories and wild rumors that are coursing through the media and swirling around Internet conversations show no signs of abating, as authorities are reluctant to give them. The office of the President has made no official statement and all queries about the matter have received no comment. The ATCU, the President's special unit constituted to study and contain enhanced individuals,



